

**BY-LAWS OF WING LAKE FARMS, INC.**

**ARTICLE I**

**NAME**

Section 1. The name of the Corporation is WING LAKE FARMS, INC.

**ARTICLE II**

**LOCATION**

Section 1. The principal office of the Corporation shall be at a location in Bloomfield Township, Oakland County, Michigan as designated by the Board of Directors from time to time.

**ARTICLE III**

**INCORPORATION**

Section 1. The Association shall be incorporated as a non-profit corporation under the laws of the State of Michigan.

**ARTICLE IV**

**PURPOSE**

Section 1. The Corporation is organized for the following purposes:  
To administer and enforce the provisions of certain deed and building restrictions and other agreements for property located within the following subdivisions in Oakland County, Michigan: Sly Farms, Sly Farms No. 1, Sly Farms No. 2, Sly Farms No. 3, and Sly Farms No. 5 (hereafter "Subdivisions"); to own, maintain and improve real estate in the Subdivisions, but not for profit, and for purposes as may be beneficial to the general welfare of the said district, including Parcel Identification 19-29-151-025 and any beach privileges associated with Wing Lake Farms Beach located at 5901 Franklin Road. These Bylaws specifically repudiate and declare immoral any restrictions that have been recorded against any property located within the Subdivisions in the past and pertain to any kind of discrimination, including, but not limited to, Restriction #2 on Sly Farms, Sly Farms No. 1, Sly Farms No. 2 and Sly Farms No. 3.

**ARTICLE V**

**MEMBERSHIP AND VOTING RIGHTS**

Section 1. Qualification and membership in the Corporation and manner of admission shall be available for all residential dwellings located within the Subdivisions.

- a) "Membership." A Membership is open to all title/deed holders or land contract purchasers of residences in the area described in Article IV, Section 1.

Section 2. Membership shall entitle one individual to hold office in the Association and one vote per Membership. The individual must be a deed/title holder to hold office and upon

application and acceptance, shall designate one individual owner to be the "Member" who shall be identified on the Certificate of Membership. If the property is owned as a limited liability company or other legally formed entity, only one member or shareholder may vote and hold office for each residential dwelling Membership. No Membership shall be entitled to be nominated for office or to vote unless the Membership has been actively in force for more than 10 days prior.

Section 3. The Board of Directors reserves the right to request proof of qualifying residency for any Member or any individuals applying for membership in the Association.

Section 4. A Member who meets the residency requirements in Article IV, Section 1 and is current on all initiation fees, Association dues and violation fees shall be defined as a Member "in good standing".

Section 5. A Membership in good standing shall have privileges at Wing Lake Farms Beach located at 5901 Franklin Road. Members are subject to Wing Lake Farms Beach Rules established annually by the Board of Directors and posted at the Beach. Members who are Boat Owners and take advantage of boat dockage and/or storage are subject to the Boating Rules established annually by the Board of Directors. Boating Rules will be included in the Summer Dockage Agreement and the Winter Storage Agreement signed/returned to the Treasurer by the Boat Owners.

Section 6. All Memberships shall be by application to the Board. The Membership Application and Waiver & Indemnity Form (paper or electronic) must be completed for each property address. This Form includes names of all resident household members, acceptance of all By-Laws, Association Rules & Regulations, and Waiver & Indemnity signature. Upon application approval the Member shall be admitted, and a Certificate of Membership shall be issued to the Member.

Section 7. The Member identified on the Certificate of Membership shall be entitled to vote. A majority of the voting members, there being a quorum, as defined in Article VI Section 2, present, shall decide any question that may come before the meeting with the exception of ratification of amendments as herein defined in Article XI, Section 1. (c).

Section 8. Any Member expelled from the Association for non-payment of dues and/or fees, may restore its Membership upon payment of all dues and/or fees in arrears and assessments, if any, incurred by a Member in good standing during the time period in which the previous Member requests his/her reinstatement as a Member in good standing, not to exceed the current year plus previous year.

Section 9. The Board of Directors reserves the right to vote to expel a Membership if any individual utilizing the membership privileges has engaged in unlawful behavior that has and continues to pose a potential threat to the well-being of any other Member. If a Membership is expelled pursuant to this section, after the passage of one year, the Board may reconsider a new application for Membership.

Section 10. Non-deed/title holders which reside within the Association as defined by Article IV Section 1, with proof of lease signed/executed for a minimum of one year may apply for household beach and dock privileges as defined by Article V, Section 5. Beach privileges and

access for this non-deed/title holder is restricted to individuals residing at the property and must follow Wing Lake Farms Beach Rules posted at the Beach or face expulsion. No other Membership benefits accompany beach privileges for non-deed/title holders (voting, etc).

## ARTICLE VI

### GENERAL MEMBERSHIP MEETINGS AND ELECTIONS

Section 1. Annual Meetings. The Annual Meeting of the Membership shall be held at such place as shall be designated by the Board of Directors within the first quarter immediately following the Association's financial fiscal year end.

Section 2. Quorum. Active Members in good standing who are present, plus 50% of the Board of Directors, shall constitute a quorum for the transaction of business at any membership meeting.

Section 3. Notices. At least ten days, but not more than thirty, written notice of all meetings of the membership shall be given by the Secretary.

Section 4. Special Meetings. Special meetings of the membership may be called any time by resolution of the Board of Directors, or at the call of the President, or upon written request of fifteen active members in good standing; provided, however, that the notice as specified in Section 3 be given. In the event that a circumstance or situation poses an immediate and significant danger to the health, safety or welfare of a Member or to the Property of a Member, the Board may determine, at its discretion, to shorten the notice period from ten days to no less than 24 hours.

Section 5. Election of Director and Officers. All elections shall be by ballot conducted by the Elections Committee. The official ballot shall be prepared by the Nominations Committee.

## ARTICLE VII

### BUSINESS OF THE CORPORATION

Section 1.

- a) The Business of the Corporation will be managed by the Board of Directors ("Directors" consisting of:
- President
  - Vice-President
  - Recording Secretary
  - Corresponding Secretary
  - Treasurer
  - Up to Twelve and not less than Eight Elected Board Members
  - Immediate Past President
- b) Directors. Up to Twelve Directors, but not less than eight shall be elected from the Members identified on the Certificate of Memberships. Each Director shall serve a two-year term. A Parliamentarian shall be selected from the Board by the President.

- c) Meetings. One regular meeting of the Board of Directors shall be held in each of the following months: January, April, June, and September and at such other times and at such places as the Board of Directors or President may determine. Each Director shall attend at least three regular meetings per year and shall not miss more than three consecutive meetings (whether annual, special or otherwise). Failure to comply with the attendance requirement shall constitute automatic expulsion from the Board.
- d) Quorum. At any meeting of the Board of Directors, majority of the entire membership of the Board as then constituted by the by-laws shall constitute a quorum for the transaction of business; and a majority of the Directors present, there being a quorum present, shall decide any business pertaining to the Association.
- e) Vacancies. In the event a Director becomes inactive through death, incapacity, resignation or expulsion, a replacement may be appointed by the President subjected to concurrence of the majority of the remaining Directors. This appointment will last until the next general election by the membership at large.
- f) Powers.
1. The Board of Directors shall confirm the appointment by the President of committees, and shall employ and fix compensation of agents, clerks, employees, attorneys, officers and directors.
  2. The Board of Directors may, as appropriate, draft procedures to supplement and interpret these Bylaws such procedures not to conflict with said Bylaws.
  3. The Board of Directors, in addition to the powers and authority expressly conferred upon them by these Bylaws, may exercise all such other powers and do all such things as may be necessary for the purpose of the Corporation, subjected nevertheless to the provisions of the law, the Articles of Incorporation and these Bylaws.
  4. The authority of the Board of Directors shall be limited as follows: The Board may not take action that will cause an assessment, other than an assessment for unpaid dues pertaining to Memberships, to be levied against the Corporation or the individual Members with not more than 30 or less than 10 days notice of such proposal being given in writing to the entire Membership.
  5. The Board of Directors will approve a yearly budget including funding for major projects.

## ARTICLE VIII

### OFFICERS

Section 1.

- a) Titles-Election-Term. The officers of this Corporation shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. They shall be elected by

ballot at the Annual Meeting of the Membership by qualified voters for a term of two years beginning on the first day of the following month of their election.

- b) Up to Six members and not less than two of the Board of Directors will be elected by the Membership at large at each Annual meeting for a two-year term.

#### Section 2.

##### a) Duties.

1. President. It shall be the duty of the President to preside at all meetings of the Corporation and the Board of Directors, present the Annual Report, summarizing the events of the past year and present a program plan for the coming fiscal year at the Annual Meeting of the Membership. The President shall appoint and be an ex-officio member of all committees, all appointments to be subjected to the approval of the Board of Directors; sign all written contracts and obligations; make the necessary arrangements for the Annual Meeting of the Membership and Special Meetings as provided by the Bylaws, and perform such other duties as are incidental to this office.
2. Vice-President. The Vice-President, in the absence or disability of the President, shall have the powers to perform the duties of the President.
3. Recording Secretary. The Recording Secretary shall keep the minutes of the meeting of the Corporation and the Board of Directors, an official copy of the by-laws, Articles of Incorporation, a file of subdivision restrictions and other official documents.
4. Corresponding Secretary. The Corresponding Secretary shall conduct the correspondence of the Board and the Corporation, issue all notices, invitations, and announcements relating to the affairs and functions of the Corporation.
5. Treasurer. It shall be the duty of the Treasurer for the receipt of Membership fees, dues, and all monies owed to Wing Lake Farms, Inc.; keeping the Board of Directors informed of the Members in good standing; all disbursement of monies owed and maintaining financial records in accordance with acceptable accounting practices. An auditing committee of two Directors may be appointed by President to audit out-going Treasurer's accounts and report the results of such audit at the next Board of Directors meeting. Audits may be performed as of the month ending after the expiration of the out-going Treasurer's term of office. Treasurer shall deliver to their successor all monies, books, and other property belonging to Wing Lake Farms, Inc. under their possession and control.

Section 3. Compensation of Officers & Directors, Committee Chairperson & Committee Members. The Officers and Directors of the Corporation may receive a stipend for specific noted activities performed by an Officer or Director. The Board of Directors, excluding the Officer or Director being granted the stipend, by majority vote, will determine the amount of the stipend.

## ARTICLE IX COMMITTEES

Section 1. All committees shall be appointed by the President with the advice and consent of the Board of Directors. Vacancies shall be filled in like manner. The Chairperson of each Committee shall be a member of the Board.

Section 2. Standing Committees shall be appointed by the President to serve throughout the year and shall be a number sufficient to handle business involved, and shall be as follows:

- a) Membership. Have as its objective bringing in to the Corporation all eligible residents or property owners in the subdivision; to promote acquaintance, fellowship and neighborliness.
- b) Restrictions and Zoning. Note non-observance of ordinances of the township, deed restrictions of the subdivision, and laws of the State of Michigan and to make recommendations to the Board of Directors, and approve plans submitted by the homeowner for permit applications to the Township.
- c) Lake. Wing Lake Inc. (WLI) was formed in 1971 to regularly inspect and report to the WLI Board of Directors the condition of Wing Lake and recommend and conduct weed control and improvement projects for Wing Lake. WLI has a total of 14 Directors. Wing Lake Farms, Inc. is represented by three directors from the subdivision on the WLI Board.
- d) Beach Committee. Shall be responsible for Maintenance, Security and Annual Beach Rules proposed annually for approval by Board of Directors.
- e) Social Relations. Plan for social gatherings.
- f) Nominations. The Board of Directors shall, through a notice distributed to, request all members who are interested in serving as officers and directors, to submit their names thirty days prior to the Annual Board Meeting. The Nominations Committee shall then nominate from those who have given notice of their desire to serve and any other qualified members, all officers and directors as may be required. Those nominated for officers by the Board shall have their names placed in the notice of the Annual Meeting. No candidate for office or his or her spouse shall serve on the Nominating Committee. The Nominating Committee shall consist of the President, immediate Past President, and two members from the Board of Directors.
- g) Elections. This Committee shall consist of at least three members of the Corporation, appointed by the President, and who shall be present at the Annual Meeting and shall count, tabulate, and report the votes cast shall be declared duly elected. In the event of a tie, another ballot election shall be held between the two candidates receiving the highest number of votes.

The Treasurer is to supply the Chairperson with a list of all eligible members. In the event there is but one slate of officers, the above procedures are unnecessary.

Section 3. Additional Committees. May be appointed from time to time as may be determined by the President with the advice and consent of the Board of Directors.

## ARTICLE X

## **FINANCIAL FEES AND OBLIGATIONS**

### Section 1.

- a) **Financial Obligations.** No committee shall incur any expense or financial obligations without the express authorization of the Board of Directors.
- b) **Dues & Initiation.** The dues of the Corporation shall be established annually at the Regular Board Meeting in January. Dues established shall be effective as of January 1 of the annual year in which they are established unless otherwise specified by the Board of Directors. The dues shall be approved by the majority of the Board of Directors and presented to members present at the Annual Meeting of the Membership with notice of the proposed change being duly given. The initiation fee for new resident members shall be established annually at the January Board Meeting by the Board of Directors. Transfer of property ownership will also constitute a new initiation fee regardless of prior Membership status. The annual fee for non-deed/title holders applying for Beach privileges shall be established annually at the January Board Meeting by the Board of Directors.
- c) **Boat Fees and Storage Fees.** The Board of Directors shall establish Boat and Storage Fees annually for summer docking and winter storage at the January Board of Directors meeting. Fees may also be imposed for large gate access which is only available to current members in good standing.
- d) **Violation Fining & Other Fees.** The Board of Directors will provide a warning for any Membership that is found in violation of Association rules. The warning will be addressed to the Member and any Membership that continues to violate Association rules may be assessed fines and costs. Standard fines, costs and other fees shall be set by the Board of Directors annually. Fines may escalate if the violation is not properly addressed by the Member. Continued violations may result in revoking of Membership. Fines not paid in full prior to or as part of the following calendar year dues may result in revoking of Membership in good standing. Examples of violations that may result in fees, costs and other fees may include, but are not limited to:
  - Loaning beach gate keys to non-members
  - Lost beach gate keys
  - Boats not removed from the beach and/or water by the scheduled dates
  - Opening of the large beach gate outside of scheduled Spring/Fall dates
  - Not maintaining boats during the summer

## **ARTICLE XI**

### **AMENDMENTS**

#### Section 1.

- a) **Proposal by Directors.** The Board of Directors may by a majority vote of the said Board propose to amend these Bylaws at the regular or special meetings of the Board of Directors. All amendments shall be published in writing to the Members in good standing

of the Corporation at least thirty days and not less than ten days before being submitted to the Membership for ratification.

- b) **Proposal by Membership.** A proposal to amend the Bylaws may be submitted by any Member in good standing to the President, who must present the proposal at the next annual membership meeting provided the proposal has been served upon the Board at least sixty days prior to an annual meeting. The proposal must be presented to the Membership in writing not more than thirty and not less than ten days before the annual Membership meeting.
- c) **Ratification.** These Bylaws may be amended at the annual Membership meeting by an affirmative vote of Members in good standing who are present, plus 50% of the Board of Directors who are present, shall constitute a quorum for the transaction of business at the annual membership meeting, provided that all procedural requirements in paragraphs (a) and (b) have been followed.

## **ARTICLE XII**

### **PARLIAMENTARY AUTHORITY**

Section 1. Robert's Rules of Order, Revised, shall govern the proceedings of all meetings except where otherwise provided in these Bylaws.

## **ARTICLE XIII**

### **INDEMNIFICATION**

Section 1. Wing Lake Farms, Inc. shall be required to obtain and keep in full force and effect liability insurance covering the Association, its Directors and Officers. The cost of such insurance shall be the sole responsibility of Wing Lake Farms, Inc.

Section 2. Wing Lake Farms, Inc., its Directors and Officers performing normal Association duties shall be indemnified by Wing Lake Farms, Inc. against any and all judgments, fines, and other expenses if acting in good faith for the best interest of Wing Lake Farms, Inc. and its Members, and if there is no reasonable cause to believe the conduct unlawful.

## **ARTICLE XIV**

### **SAVINGS CLAUSE**

Section 1. In the event any clause or provision of these Bylaws is found or unlawful, the remainder of the unaffected provisions shall remain in full force and effect.