

**BY-LAWS
OF
LA PLAYA SUBDIVISION CIVIC ASSOCIATION**

Effective, November 28, 2014

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is La Playa Subdivision Civic Association, hereinafter referred to as the “Association.” The principal office of the corporation shall be located at the home of the currently elected president, but meetings may be held at such places determined by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. “Association” shall mean and refer to La Playa Civic Association successors and assigns.

Section 2. “ Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of Register of Deeds, Oakland County, Michigan.

Section 7. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. Throughout this document, requirements for notification, approval, votes or other information that are to be in writing can be taken to mean by email as well as by conventional note or letter

**ARTICLE III
ASSOCIATION MEETINGS**

Section 1. Meeting Frequency: There shall be a minimum of one (1) meeting of the membership per year. The exact month, date, and time shall be established by the Board.

Section 2. Special meetings of the members may be called at any time by the Board of Directors or upon written request to the Board of Directors by one fourth (1/4) of the members eligible to vote.

Section 3. Notice of Meetings: Written notice of each meeting of the members shall be given by the secretary by mailing or hand delivering a copy of the notice, at least fifteen (15) days before the meeting to each member eligible to vote. If mailed, the notice shall be addressed to the member's address last appearing on the books of the Association, or supplied by the member to the Association for the purpose of notice. The notice will specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum: A quorum will be present when those members eligible to vote or their proxies are present and their votes would equal one-fourth (1/4) of all eligible votes. This quorum may vote on any issue except annual assessments or special assessments. If a quorum is not present or represented at any meeting the members eligible to vote have the power to adjourn the meeting, to a new date in order to establish a quorum without notice other than announcement at the meeting.

Section 5. Proxies: At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each proxy can be used only for the specific meeting or vote as designated on the proxy. The proxy can be withdrawn by contacting the secretary prior to the meeting for which it was intended.

**ARTICLE IV
BOARD OF DIRECTORS - SELECTION AND TERM OF OFFICE**

Section 1. Number: The affairs of this Association shall be managed by a Board of not less than three (3), and not more than nine (9) directors, who shall be members in good standing in the Association.

Section 2. Term of Office: At each annual meeting the members shall elect a number of directors as necessary. Directors shall serve three (3) year terms. Directors may run for re-election if they so choose.

Section 3. Removal: Any director may be removed from the Board by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation: No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. Action Taken Without a Meeting: The directors shall have the right to take any action, in the absence of a Board meeting, which they could have taken at a Board meeting by obtaining the written approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a Board meeting of the directors.

**ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination: Nomination for election to the Board of Directors shall be made by a Nominating Committee or by nomination from the floor at the fall annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to the fall annual meeting of the members, and shall serve until the next annual election meeting. Such nominations may be made from among members of good standing. Nominees shall be afforded the opportunity to explain in the form of a personal profile and written description, to be distributed by the nominating committee, the reasons he or she wishes to be on the Board of Directors.

Section 2. Election: Election to the Board of Directors shall generally be by a show of hands at the annual meeting, however, a secret ballot can be requested by any Association member. At such election the members or their proxies may cast, in respect to each vacancy only one ballot per lot. The persons receiving the largest number of votes shall be elected. In case of a tie there will be a runoff election immediately to decide the final board member.

Section 3. Eligibility: No more than one member of a household may serve on the Board of Directors at the same time.

**ARTICLE VI
BOARD MEETINGS**

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Association or by any directors, after not less than three (3) days notice to each director.

Section 3. Quorum: A majority of directors constitute a quorum for the transaction of business. Every decision made by a quorum of the directors present at a duly held meeting shall be regarded as an act of the Board.

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers: The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their quests, in conjunction therewith, as well as to establish penalties for any infractions;
- (b) suspend the voting rights and use of the recreational facilities of a member during any period in which such member is in default of the payment of any assessment levied by the Association. Such rights

may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

- (c) exercise for the Association all powers and duties vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) declare a member of the Board to be discharged and replaced in the event that such member has three (3) consecutive unexcused absences from regular meetings of the Board of Directors. Determination of excused or unexcused absences shall solely be within the discretion of the Board of Directors;
- (e) employ and assign duties of a manager or independent contractor as necessary and;
- (f) take any action permitted to the Association by law or the Articles of Incorporation.
- (g) levy a special assessment applicable to a given year following the procedure and for the purposes as defined in the Declaration of Covenants, Conditions and Restrictions for Common Areas.

Section 2. Duties: It shall be the duty of the Board of Directors to:

- (a) keep a complete record of all its acts and corporate affairs and to report to the members at the annual meeting or any special meeting of the membership;
- (b) supervise all officers, agents and contractors/employees of this Association, and see that their duties are properly performed;
- (c) as more fully provided in the Declaration;
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; as provided for in the Covenants and Deed Restrictions;
 - (2) send written notice of each assessment to every Owner at least thirty (30) days in advance of each annual assessment period and
 - (3) have the express right to foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring suit against the owner.
- (d) issue a certificate that an assessment has been paid if demanded by an Association member or by any person who has a reasonable right to such information. This will be proof of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or contractors/employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained, as funds within the annual budget allow.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices: The officers of this Association shall be a president and a vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such officers as the Board may from time to time, by resolution, create.

Section 2. Election of Officers: The Election of officers shall take place at the first meeting of the Board of Directors following each fall annual meeting of the members.

Section 3. Term: The officers of this Association shall be elected annually by the board and each shall hold office for one (1) year unless he or she shall resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal: Any officer may be removed from office by a vote of the majority of the Board of Directors.. Any Officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices: The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties: The duties of the officers are as follows:

- (a) President - The president shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board are carried out. The President shall be responsible for or select the designated officer to sign all leases, mortgages, deeds, checks and promissory notes.
- (b) Vice-President - The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary - The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer - The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolutions of the Board of Directors; shall sign all checks and promissory notes of the Association; file and release all liens, keep proper books of

account; cause an annual audit of the Association books to be made by a public accountant at the direction of the Board of Directors and at a minimum of every three (3) years and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual fall meeting, and deliver a copy of each to the members.

ARTICLE IX COMMITTEES

Section 1. Board Appointments: The Board shall appoint an Architectural Control Committee, as provided in the Declaration of Covenants, Conditions and Restrictions for the Common Areas and may appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Section 2. Voting Privileges: No member of the Architectural Control Committee or the Board of Directors may vote on a construction project on the members own lot when the plans are presented for approval or appeal.

ARTICLE X RECORDS

The Association shall keep detailed books of account showing all expenditures and receipts of administration which shall specify the maintenance and repair expenses of the Common and any other expenses incurred by or on behalf of the Association.

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declarations and the By-Laws of the Association shall be posted on the Association's website ([www. LaPlayaSubdivision.org](http://www.LaPlayaSubdivision.org)). These documents, along with the Articles of Incorporation, shall be available for review by any member of the Association.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six (6) percent per annum, and the Association may bring an action at law against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for therein by non-use of the Common Area or abandonment of the lot by its owner.

**ARTICLE XII
AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XIII
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.