

Keith South Shores – Articles of Incorporation

ARTICLE I

Name

- SECTION 1** The name of this Organization shall be KEITH SOUTH SHORES ASSOCIATION, INC., a Non-Profit Michigan Corporation.
- SECTION 2** The registered official office of this organization shall be 2465 Horace, West Bloomfield, Michigan 48326.

ARTICLE II

Purposes

The purposes of this organization shall be as follows:

- SECTION 1** To protect the investment and the rights of the property owners in Supervisor's Plat #13 and the replat of Outlot A of said Subdivision in West Bloomfield Township, Oakland County, Michigan by enforcing the restrictions and zoning laws in effect, in relation to the said Subdivision.
- SECTION 2** To promote the safety of the residents of said Subdivision both on the streets and highways and at the beach property owned by this organization for the use of the members and residents of said Subdivision.
- SECTION 3** To own the legal title to the privilege lots which are a part of Supervisor's Plat #13 and Replats thereof, and to manage and maintain the said privilege lots for the use of the lot owners and residents of the said Subdivision and replats thereof.
- SECTION 4** To meet the purposes set forth in the Association's Articles of Incorporation.

ARTICLE III

Powers

- SECTION 1** Reservation of Powers. All of the corporate powers of this organization, not expressly reserved to the membership by law, or by these by-laws shall be fixed in a Board of Directors and nothing not expressly hereinafter provided shall be construed as a restriction of limitation of such powers.

ARTICLE IV

Membership

- SECTION 1** Qualifications. Any person who shall be an owner of property, or is in possession of property under Lease Agreement, or as Land Contract Purchasers, in the Supervisor's Plat #13 and Replat thereof, West Bloomfield Township, Oakland County, Michigan, shall be eligible to become a member of this organization, upon payment of the following dues and fees:
- (a) An initiation fee equal to the pro rata share of whatever sum has been previously contributed by the members in this organization, toward the value of capital improvements or the acquisition of permanent property, acquired for the joint use of all members of this organization.
 - (b) The payment of current dues pro-ratable: 1/12 per month for periods of less than a year. Dues will be payable June 1 of each year.
- SECTION 2** Transferability. The eligibility for membership in this organization shall be transferable to the Assignee or Lessee of the Owner of any lot in said Subdivision, or any other person in possession or occupancy of any residence in the said Subdivision, subject to the payment of the aforementioned fees and dues. If the Assignor of any membership has already paid the aforementioned fees and dues, the Assignee will not be required to pay fees and dues except such fees and dues as may become due in the future, following such assignment of membership.
- SECTION 3** Provisions of Membership. There shall be only one membership for each property owner or resident in the Supervisor's Plat #13 and the Replat thereof, however, every member of the family of the residence of each

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lot in the said Subdivision shall be entitled to the use of the beaches and any other Association; provided, however, that only those members of this Association who are in good standing shall be entitled to the said facilities. No person shall be considered a member in good standing whose membership has been forfeited, revoked or suspended in accordance with the following provisions.

- SECTION 4** Forfeiture of Membership. The membership of any member who shall fail to pay the dues or any charges or assessments, when the same shall become due and payable, and any member who shall continue to be in default of the payment of such dues, charges or assessments, for a period of sixty (60) days after such dues, charges or assessments become due, shall be automatically forfeited, revoked or suspended at the end of such 60 day period, and such member thereafter shall be deemed to be not a member in good standing.
- SECTION 5** Reinstatement of Membership. Any person whose membership has been forfeited, revoked or suspended, in accordance with the foregoing Section, shall be entitled to reinstatement upon payment of all arrearages in dues, charges and assessments, and, upon such payment, such membership shall immediately be reinstated.
- SECTION 6** Persons. For the purposes of these by-laws, a person shall constitute any natural person or any legal entity capable of owning property in the State of Michigan.

ARTICLE V

Membership Meetings

- SECTION 1** Annual Meetings. Regular meetings of the members shall be held in the month of April or as designated by the Board of Directors. Members will be notified in writing seven (7) days prior to the meeting.
- Election of officers and directors of this organization shall take place at such meeting.
- SECTION 2** Special Meetings. Special Meetings of the members may be held at such times as such special meetings may be ordered by the Board of Directors or called by the President upon request in writing of a majority of the members in good standing at that particular time.
- SECTION 3** Place of Meetings. Meetings shall be held at such suitable places as shall be selected by the Board of Directors, within the County of Oakland, State of Michigan.
- SECTION 4** Notice of Meetings. Notice of annual meeting of this organization, as well as Notice of any Special Meeting, shall be given to the members of this organization as they shall appear upon the records of the Secretary of this organization at the close of a date seven (7) days prior to the date of such meeting; written notice to the last address of each member as it then appears upon the records, such mailing to take place at least ten (10) days prior to the date of such meeting. Notice shall contain any special object for which such meeting is called, if there be a special object.
- SECTION 5** Voting. Voting at special meetings or regular meetings of this organization shall be by acclamation, except when a roll call vote is required as hereinafter provided.
- (a) For the purpose of a roll call vote, each membership in the aforesaid association shall be entitled to one vote; such vote may be cast only by one of the registered members who is present at the annual meeting of the organization, where a roll call vote is required. The absence of any member in said association from the annual meeting where a roll call vote is called for shall be construed as a waiver of the right to vote at such meeting. Only members present at any meeting of the organization may vote on roll call votes.
 - (b) A roll call vote must be taken whenever a roll call vote is demanded by the owners of two or more members in the in the aforesaid Subdivision. When such a demand is made, the President of the organization shall order a roll call vote on any question at any annual meeting of the organization.

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- SECTION 6** Majority. A majority of fifty-one percent (51%) of the members eligible and present shall be required to carry or pass any question brought upon a roll call vote.
- SECTION 7** Quorum. A quorum shall be established at all meetings, whenever the lack of quorum is challenged by any eligible member present at any meeting, a quorum shall be established and shall constitute forty percent (40%) of the members in good standing.
- SECTION 8** Rules of Order. All business shall be carried on in accordance with “Robert’s Rules of Order Revised,” except where the same may be contrary to these by-laws.

ARTICLE VI

Directors & Officers

- SECTION 1** Election. At the annual meeting of this organization, the Board of Directors shall be elected, consisting of nine (9), with a minimum of seven (7), persons who must be members in good standing of this organization, four of which Directors shall be elected officers (President, Vice President, Secretary and Treasurer). The remaining 3-5 Directors officers shall be elected at large to serve as Block Captains, one for each of the following streets: Sunset Terrace, Anchor Bay, Barnsbury, Horace and Keith. The Sunset Terrace Block Captain shall also collect dues from the association residences on Willow Road. Officers and Directors shall take office immediately upon election and hold office for one year or until their successors shall have been duly elected and installed.
- SECTION 2** Vacancy. In the event of a vacancy in the Board of Directors or Officers because of death, resignation or change of residence, such vacancy may be filled by the remaining Directors for the unexpired term of the vacant office, or may be filled at a special meeting of the membership called for that purposes.
- SECTION 3** Notice of Meeting. Two days notice shall be given to all officers and directors of a meeting of the Board of Directors, either personally or by mailing a written notice thereof, such Notice shall state the objective. Any member of the Board of Directors may, in writing, waive Notice of any and all meetings of the Board of Directors.
- SECTION 4** Place of Meeting. Meeting of the Board of Directors may be called at any time by the President, or by two (2) Directors, any may be held at any place within the County of Oakland, State of Michigan, in accordance with the call for such meeting.
- SECTION 5** Quorum. A majority of Directors shall constitute a quorum for the transaction of all business except as otherwise provided by law.

ARTICLE VII

Directors & Duties

- SECTION 1** The officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. There shall also be such other officers and agents of this organization as the Board of Directors may, from time to time, deem necessary, which shall perform such duties as the Board of Directors may prescribe.
- SECTION 2** President. The President shall preside at all meeting of the members and Directors, shall sign the records thereof, and shall do and perform all duties pertaining to the office of President of a corporation, as well as those required of him by the Board of Directors.
- SECTION 3** Vice President. It shall be the duty of the Vice President to do and perform all the duties of the President in the event of his absence, disability or vacancy in his office, as well as those required of him by the Board of Directors.

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SECTION 4 Secretary. It shall be the duty of the Secretary to keep a record of all the proceedings of the meeting of the members and of the Board of Directors; to keep or cause to be kept, books for the record of membership; to attest instruments of the corporation requiring attestation; to give all notices as required to be given or as may be called; and, in general, to perform such duties as pertain to the office of the Secretary of a corporation as well as those required of him by the Board of Directors.

SECTION 5 Treasurer. It shall be the duty of the Treasurer to exercise supervision over the finances of the organization, to collect dues, to furnish the Board of Directors with an accurate statement of the financial condition of the corporation at such times as the Board of Directors may request; to prepare annually, for the consideration of the members, a financial statement showing the financial condition of the corporation at the end of the fiscal year just closed; and, generally to perform such other duties as pertain to the office of Treasurer of a corporation, as well as those required of him by the Board of Directors.

SECTION 6 Compensation and Removal. No officer shall be entitled to compensation for his services as such. Any officer may be removed from his office at any time by an affirmative vote of 2/3rds majority of the membership in good standing.

ARTICLE VIII

Seal

No formal corporate seal shall be adopted by this organization.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall end the 31st day of December of each year.

ARTICLE X

Finances

SECTION 1 General Fund. All dues shall be kept in a separate account to be known as the general fund of this organization. All expenditures must be authorized by the Board of Directors. No expenditure from the general fund of this corporation shall be authorized by the Board of Directors in excess of the sum of three hundred (\$300.00) dollars in any one month, unless such authorization is approved by the membership of this organization.

SECTION 2 Special Charges or Assessment. In the event that special charges or assessments are placed upon the membership by the members themselves, in accordance with these by-laws, such moneys shall be placed in a special fund and must be used for such special purposes as have been authorized by the membership.

SECTION 3 All funds shall be placed in a Bank designated by the Board of Directors and withdrawals there from shall be made by check and all checks shall be signed by two of the following officers: President, Vice President, Treasurer and Secretary or board member.

ARTICLE XI

Masculine Pronouns

Wherever in these by-laws a pronoun denoting the masculine gender has been used, it shall equally apply to the feminine gender.

ARTICLE XII

Profits

In the event that this Association shall conduct any activities from which a profit is derived, there shall never, at any time, be any profit, dividend or share of anything of value returned to or paid to any member of this organization. All such profits shall be used by this organization for the purpose of the organization exclusively.

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ARTICLE XIII

Amendments

These by-laws may be altered, amended or repealed by an affirmative vote of 2/3rds of the members present and voting at any regular or special meeting of this Association, provided notice of such intention to alter, amend or repeal these by-laws has been given to the membership in accordance with the provisions of these by-laws.

ARTICLE XIV

Liability Insurance

KSSA shall have the power to purchase and maintain insurance on behalf of the association and any person who is or was a board member, officer, employee or agent of KSSA, or is or was serving at the request of the corporation as a board member, officer, employee or agent of KSSA, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that persons status as such, whether or not the KSSA would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act. The decision to indemnify or not shall come from an affirmative vote of the majority of members present at a special meeting called to review the details of the indemnification request, the testimony of the requestor, how their actions necessitating the meeting applies to the by-laws of KSSA and any other information that may be presented with regards to the consideration to indemnify. The decision to purchase and maintain insurance shall come from an affirmative vote of the members present at the annual KSSA Association meeting as defined in the KSSA by-laws.

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ARTICLE XV

Boat Docking Rules

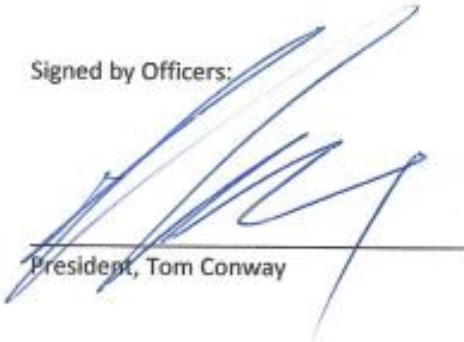
1. Only homeowners residing in Keith South Shores Association are eligible for boat slips.
2. Only one boat per household.
3. Boat must be titled and registered to the homeowner.
4. Boat owners and those on the boat slip wait list must be a member in good standing, which includes participating in the spring cleanup, scheduled annually on the Saturday of the weekend before Mother's Day weekend, weather permitting, and dues must be up to date.
5. Docking space will be given on the basis of docking longevity. If you had a boat docked the previous year, you will have the first chance at a slip in following years. If there are more boats than spaces, a waiting list will be made.
6. Those whose names are on the boat slip wait list and are not considered a member in good standing (per a board review of the criteria required to be a member in good standing according to the KSSA by-laws) shall be removed from it. Those removed will be able to, for another payment of the \$10 fee as well as having dues up to date and paid in full, be placed back on the bottom of the wait list. Slip holders who are not considered a member in good standing (per a board review of the criteria required to be a member of good standing according to the KSSA by-laws) shall lose their slip.
 - a. If circumstances necessitate that a member's participation on the scheduled spring cleanup day is unlikely, members must notify their block captain prior to the cleanup day as early as possible informing them that a 90 minute cleanup effort will occur on a date prior to the annually scheduled association cleanup day to be defined by any member requesting the exception. If the requesting member does not complete their cleanup effort prior to the annually scheduled association cleanup day, they will be considered a member not in good standing and be subject to board review at a board meeting to occur no later than June 15th of that given year.
 - b. If there is an emergency or circumstance that arises at a time that would not allow for the aforementioned notification and cleanup plan then the member(s) in question shall notify their block captain and a board review of the issue will determine how themember(s) cleanup efforts can be completed at a future time based on the defined circumstances.
7. Boat waiting list fee is \$10. This is one time only unless a member on the list was removed from it as defined in Boat Docking Rule 6. It is non-refundable.
 - a. Boat waiting list is established by the date on which the homeowner pays the \$10 waiting list fee to the Treasurer after taking occupancy.
8. Boat docking fees must be paid by June 1st.
9. The Board of Directors will make docking assignments.
10. Only 2 boats are allowed to be docked at the swim lot.
11. Boats can be no longer than 20' as stated by the title.
12. No boat lifts or shore stations are allowed.
13. Boat poles must be a minimum of 1.5" diameter and ropes are to be 0.5" minimum diameter. Boats and poles must not be connected to the docks in any way.
14. Boats must be kept in assigned space except for vacations and service.
15. Boat owners must notify the President or his designee if his boat is to be out of the water for more than one week, as to allow others to use their slip.
16. Boat must be in the water by 3 weeks after docks are installed or boat slip and fee could be forfeited at the Board's discretion.
17. A member does have the option to refrain from putting their boat in the water for one season. Exercising this option means surrendering their boat slip for the entire season and is only available for one year. The following season, if the member does not utilize their boat slip, their slip will be forfeited and the member would need to reapply to the boat waiting list. If a member chooses to exercise this option, they must notify the President of their intent no later than 3 weeks after the docks are installed, or rule #16 will supersede.

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These by-laws were approved as the by-laws of Keith South Shores Association at a meeting of the members of the Homeowners Association by majority vote of those members in attendance on 23 May 2022 and shall remain the by-laws until amended or modified.

Signed by Officers:


President, Tom Conway

Signed by Board of Directors:


Sunset Terrace Block Captain, Lilly Wegrecki

Vice President, Not Applicable (2022)


Secretary, Dawn Beattie

Anchor Bay Block Captain, Not Applicable (2022)


Barnsbury Block Captain, Lenore Plotrowski


Treasurer, Ken Graham


Keith Block Captain, Jill Carrier


Horace Block Captain, Paul Morosky



