

Bylaws of Lake Gitchegumee
Property Owners Association, Inc.

ARTICLE I

Offices

The principal office of the association shall be located in the State of Michigan. The association may have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the association may require from time to time.

ARTICLE II

Members

Section 1. Class of Members. The association shall have two (2) classes of members: (i) "Lakefront Members" which shall consist of those persons who own or are purchasers of real property in Lake Gitchegumee Plats 1, 2, 3 & 4; Hiawatha Shores; Anderson's Gitchegumee Estates; which abuts or is adjacent to Lake Gitchegumee; or other lands abutting or adjacent to Lake Gitchegumee of which the owners or purchasers have consented to becoming part of the association; or have deeds requiring they be members of the association; and (ii) "Non-Lakefront Members" which shall consist of those persons who own or are purchasers of real property in Lake Gitchegumee Plats 1, 2, 3 & 4; Hiawatha Shores or Anderson's Gitchegumee Estates which is non-lakefront property or other non-lake front lands in the Lake Gitchegumee which have consented to being members of the Association or have deeds requiring they be members of the Association. Lakefront Members and Non-Lakefront Members are collectively referred to as "members". Only members in good standing (as defined in Section 6 of this Article) or their families and guests shall be entitled to the use of Lake Gitchegumee, the various community areas, beach and other association facilities.

Section 2. Voting Rights. Each member in good standing, as defined in Section 6 of this Article, shall be entitled to one vote. Where title to a lot or lots is held by more than one person or entity, whether jointly or as joint tenants with rights of survivorship or as tenants in common, only one member shall be entitled to vote. A vote may be cast either orally or in writing. Subject to the terms of Article XIV, when an action, other than the election of the Board or Directors, is to be taken by a vote of the members, it shall be authorized by a majority of votes cast by the members entitled to vote, unless a greater number is required by statute. Directors shall be elected by a plurality of votes cast at any election.

Section 4. Rules and Regulations/Restrictive Covenants. Each member and his or her family shall be subject to the rules and regulations adopted by the Board of Directors as they may be amended from time to time and must comply with each and every respective restrictive covenant pertaining to the several Lake Gitchegumee Plats 1, 2, 3 & 4, Hiawatha Shores, Anderson's Gitchegumee Estates, or other lands abutting or adjacent to Lake Gitchegumee as the same are

recorded in the Office of the Register of Deeds for the County of Wexford, Michigan. Violations of any rules or regulations duly adopted by the members of the Board of Directors, or restrictive covenants shall be considered appropriate grounds for legal action for enforcement of such rules and regulations or restrictive covenants. The Board of Directors may seek reimbursement from the violating member of fees, costs and expenses, including but not limited to attorney fees, incurred by the association as a result of such violation and/or enforcement of such rules, regulations or restrictive covenants. The rules and regulations adopted by the Board of Directors will include a rule stating that Members desiring to rent their lot shall in all events be responsible for actions of any person to whom they rent; that the tenants shall not be entitled to use the beach, community areas or other association facilities until guest cards are issued to them by the Board of Directors or the board's designee; and such other provisions regarding rental as may be duly adopted by the Board of Directors.

Section 5. Dues/Special Assessment. Each member of this association shall be required to pay annual dues in the amounts established by the Board of Directors at the annual meeting of the Board of Directors each year. Dues are payable within 10 days after the date on which a purchaser acquires an ownership interest in any property which is subject to these Bylaws or the restrictive covenants and annually thereafter not later than April 1st in each succeeding year.

Should the Board of Directors determine at any time, in the Board's sole discretion, that the dues levied are insufficient: (1) to pay the costs of operation and maintenance of the existing association amenities; (2) to provide for the repair or replacement of existing association amenities; or (3) to respond to an emergency or unforeseen development; the Board is authorized to assess a special assessment as it deems to be necessary for such purpose(s). The discretionary authority of the Board to levy special assessments will rest solely with the Board for the benefit of the association and its members, and may not be attached by or subject to specific performance by any creditors of the association.

Dues will be assessed to members as determined by the Board of Directors; provided that each lot or parcel which is subject to these Bylaws or the restrictive covenants acquired subsequent to the date of the adoption of these Bylaws shall be assessed separate annual dues regardless of the number of lots or parcels owned by a member. The amount of annual dues is subject to change as provided herein and in Article X of these Bylaws

Section 6. Good Standing. A member shall be deemed in good standing if such member has paid all association dues in full within the time periods set forth in Section 5.

Section 7. Transfer of Members. Membership in this association is not transferable or assignable except upon the transfer of the real property which is subject to these bylaws and the restrictive covenants.

ARTICLE III.

Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal office of the corporation in Buckley, Michigan, or at such other place in Wexford County as determined by the Board of Directors and stated in the notice of the Meeting on the first Saturday in July of each year. The purpose of the annual meeting is to elect directors and transact such other business as may come before the meeting. The annual election of directors may also be

by mail or by special meeting in such manner as provided in these bylaws. The Board of Directors shall establish the Nominating Committee provided for in these bylaws prior to the annual meeting. The President shall appoint, prior to any annual election of directors, two (2) inspectors of election whose duty it shall be to the best of their skill and ability, to receive and canvas the votes cast and to otherwise conduct such election and to thereafter certify the results of said election to the Nominating Committee. The Nominating Committee shall notify each newly elected Director and request that such person accept the office to which he or she was elected.

Section 2. Special Meetings. Special meeting of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, in the State of Michigan, as the place of meeting for any special meeting called by the Board of Directors.

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than 60 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or members calling the meeting. In case of a special meeting, or when required by statute or by these regulations, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the association with postage prepaid. Notice of meetings may be sent by electronic transmission if consented to by a member.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action(s) taken, shall be signed by all of the members entitled to vote with respect to the subject matter of the action(s).

Section 6. Quorum. A quorum for the transacting of business at any meeting of members shall be not less than one fifth of the qualified voting members in good standing. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. Except for meetings pursuant to Article XIV hereof, at any meeting of members, a member entitled to vote may vote by proxy, duly executed in writing by the member or by his or her authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail or Special Meeting. The annual election of Directors may be by mail, or by special meeting, if at the annual meeting and/or at an adjournment of the annual meeting, there has been a failure of a quorum, or if for any other reason no directors have been elected. If the election is to be by mail then the President shall set a day and hour for the election and the Nominating Committee appointed by the Board of Directors pursuant to Article IV, Section 11, shall solicit persons to become candidates for membership on the Board of Directors. It shall be the duty of the Nominating Committee to prepare ballots with the names of the various candidates for director, leaving a blank space for write-in candidates, and to thereafter mail, more than 15 days prior to the election date set by the President or Board of Directors, a ballot and voting envelope addressed to persons appointed Inspectors of Election, c/o Lake Gitchegumee Property Owners Association, Inc., Buckley, Michigan 49620. The President shall appoint, prior to such election, two (2) inspectors of election whose duty it shall be, to the best of their skill and ability, to receive and canvas the votes cast

and to otherwise conduct such election and to thereafter certify the results of said election to the Nominating Committee. The Nominating Committee shall thereafter notify each Director or Officer so elected and request that such person accept the office to which he or she was elected. At such time, the Nominating Committee may also call a special meeting of the Board of Directors so that the newly elected officers or directors may take oath and assume their respective duties.

Section 9. Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting or for the purpose of other action. The date shall not be more than 60 days nor less than 10 days before the date of the meeting nor more than 60 days before any other action.

Section 10. List of Members. The secretary or the agent of the corporation having charge of the membership records shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of members entitled to examine the list or vote at the meeting.

ARTICLE IV

Board of Directors

Section 1. General Powers. The business, property and affairs of the association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. There shall be not less than 5 nor more than 9 directors on the board as shall be fixed from time to time by the board of directors. The first elected Board of Directors shall consist of nine (9) members in good standing, three (3) Directors of such Board to be elected for a one (1) year terms, three (3) other Directors of such Board to be elected for a two (2) year term, and the remaining three (3) Directors of said Board to be elected for a three (3) year term. Each Director thereafter elected, shall hold office for a term of three (3) years and until his or her successor has been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held, without other notice than this section, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, within the State of Michigan, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request, of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Michigan, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days prior to the special meeting by telephone, or by written notice delivered personally, or sent by mail, or by telefax, or email, or telegram to each Director. However, if the notice is only by mail then such notice must be given five days in advance of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given only by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of

such meeting, except where a Director attends a meeting for the express purpose of objecting the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by those regulations.

Section 6; Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Removal and Vacancies. Any Director may be removed with cause by the remaining directors on the board. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors or the removal of a Director, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attending regular or special meetings of the Board. These bylaws shall not be construed to preclude any Director from serving the association in any other capacity and receiving compensation for so serving.

Section 10. Duties of Board of Directors. The duty of the Board of Directors is to manage the affairs of the Association. Some of the duties the Board of Directors' may assume are listed in this section. However, this list does not preclude the Board from acting or not acting in any other manner to manage the affairs of the Association.

(1) The Board of Directors may adopt and/or amend rules and regulations set forth in Section 4 of Article II and any other rules and regulations deemed necessary by the Board and to enforce such rules and regulations by any legal or appropriate action they deem advisable.

(2) The Board of Directors may adopt and/or amend rules and regulations satisfactory to the governmental entity controlling and governing the use of Lake Gitchegumee and its community facilities; to distribute a copy of such regulations to each member of this association; and further to enforce such rules and regulations by any legal or appropriate action they deem advisable.

(3) The Board may appoint a caretaker or other assignee who shall receive such compensation as is established by and approved by the Board of Directors, including no compensation. Such caretaker or other designee shall serve at the pleasure and direction of the Board and shall undertake such tasks as the Board may designate from time to time.

Section 11. Nominating Committee. The Board of Directors, by a majority vote at a meeting with a duly constituted quorum of Directors, shall appoint a Nominating Committee of at least one, but not more than three members of the association. The Nominating Committee shall be responsible for soliciting members to become candidates for membership on the Board of Directors and for other duties connected with the annual election of Directors as specified in these Bylaws or as the Board of Directors may direct.

Section 12. Meeting by Telephone or Similar Equipment. A director may participate in a meeting by a conference telephone or any similar equipment through which all persons participating in the

meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 13. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE V

Officers

Section 1. Officers. The officers of the association shall be a member of the Board of Directors and shall consist of a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors, any two or more offices may be held by the same person, except the offices of the President and Vice President, Secretary and Assistant Secretary, Treasurer and Assistant Treasurer.

Section 2. Election Qualifications and Term of Office. The officers of the association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors following the regular annual meeting of the members. If the election of officers is not held at the regular annual meeting of the Board of Directors, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Officers must be members of the association.

Section-3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the association would be served removing that officer, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Appointment to an office does not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs of the association. He or she may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution of a document(s) shall be expressly delegated by the Board of Directors, or by these regulations, or by statute to some other officer or agent of the association. In general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event the President is unable or refuses to act, the Vice President (or in the event there is more than one Vice President, the Vice President in the senior in order of election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Secretary The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these regulations or as required by law; be custodian of the corporate records and of the seal of the association and see that the seal of the association is affixed to all documents, the execution of which on behalf of the association under its seal is duly authorized in accordance with the provisions of these regulations; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However, the designation and delegation of authority to such committee(s) shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided, in such resolution, members of each such committee shall be members of the association and the President of the association shall appoint the members of such committee. Any member of such committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the association shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as a committee member until his or her successor is appointed, unless the committee has been terminated, or unless the member is removed from the committee, or unless the member shall cease to qualify as a member of the committee, or unless the member has resigned from the committee.

Section 4. Chairperson. One member of each committee shall be appointed, chairperson by the person or persons authorized to appoint the members of such committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorums. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these regulations or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits, Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these regulations, to enter into any contract or execute and deliver any instrument in the name and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, orders for payment of money, notes, or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

Section 3. Deposits. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the association.

ARTICLE -VIII

Books and Records

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the association shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X

Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues and special assessments payable to the association by the members.

Section 2. Payment of Dues. Dues and special assessments shall be payable on or before the first day of April in each calendar year. Dues and special assessments for a new member shall be immediately assessed and shall be due and payable on or before the tenth (10th) day following the date on which the member acquires an ownership interest in any property which is subject to these Bylaws or the restrictive covenants

Section 3. Default. Late Fees, Costs and Right to Use Association Amenities. When any member shall be in default in the payment of dues or special assessments for a period of three months after such dues become payable, the member shall be charged: (i) a late fee in an amount to be determined annually by the Board of Directors; (ii) any costs incurred by the association in collecting the dues or special assessment; and (iii) any attorney fees or court costs incurred by the association. In addition, any time a member is not in good standing, the Board of Directors shall have the right to prohibit such member, their family and/or guests from using association amenities.

ARTICLE XI

Indemnification

To the extent properly permitted by law, the board of directors shall provide for the indemnification and reimbursement of any person made a party to any action, suit or proceeding by reason of the fact that he or she, or a person whose legal representative or successor he or she is,

- (a) is or was a director, officer or employee of this corporation; or
- (b) served at this corporation's request as a director, officer or employee of another corporation, for expenses, including attorneys' fees, and such amount of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable as the board of directors deems reasonable, actually incurred by him or her in connection with the defense or reasonable settlement of any such action, suit or proceeding or any appeal, except in relation to matters as to which he or she, or such person whose legal representative or successor he or she is, is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties.

This provision of indemnification and reimbursement shall be in addition to any other right or remedy which such person may have. This corporation shall have the right to intervene in and defend all such actions, suits, or proceedings brought against any such person.

ARTICLE XII

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the association.

ARTICLE XIII

Waiver of Notice

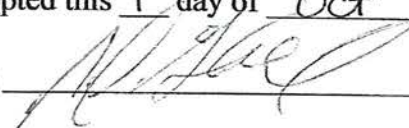
Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Law of Michigan or under the provisions of the Articles of Incorporation of the association or the Regulations of the association, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

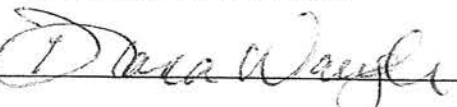
Amendments to Regulations

These bylaws may be altered, amended or repealed and new bylaws may be adopted: 1) by a majority of the members present at any properly noticed meeting of members, if at least ten (10) days prior to the meeting, written notice is given of the intention to alter, amend, repeal, or to adopt new bylaws at the meeting; or (2) by mail by a majority of the members after mailing to the members notice of the intention to alter, amend, repeal or to adopt new bylaws including with that notice a copy of the proposed alteration, amendment, repeal or adoption.

Adopted this 1 day of Oct, 2018

By: 

The President of LGPOA

By: 

The Secretary of LGPOA

EILEEN TYSON
NOTARY PUBLIC - STATE OF MI
COUNTY OF WEXFORD
COMMISSION EXP: NOV. 4 2023
ACTING IN COUNTY OF WEXFORD

