

**EFFECTIVE JULY 2, 2017 BY LAWS OF**  
**MACATAWA PARK COTTAGERS' ASSOCIATION,**  
**A MICHIGAN NON-PROFIT CORPORATION**

ARTICLE I - TITLE. The Name shall be the MACATAWA PARK COTTAGERS' ASSOCIATION, A Michigan Non-Profit Corporation, hereinafter called the "MPCA".

ARTICLE II - OFFICE. The registered office and place of business of the MPCA shall be Macatawa, Michigan and any other places within the State of Michigan at the discretion of the Trustees.

ARTICLE III - MEMBERS. Any person holding a freehold interest in a cottage within the premises of Macatawa may be a member of the MPCA. There shall be only one Member for each cottage even if more than one person holds a freehold interest therein, said Member being entitled to one vote. In the case of cottages held as joint property any spouse of a Member may, upon absence of the Member, act for that Member, and cast any vote to which he is entitled, without proxy.

ARTICLE IV - SECTION DESCRIPTION. The four geographical sections of the MPCA shall be:

North Beach Section - The northern boundary shall be the south side of the Channel and running south to and including the north side of Interlake Walk.

Central Beach Section - The northern boundary shall be the south side of Interlake Walk and including cottages of Michigan Walk, Grove Walk and up to the south property line of address 755 Lakeside.

North Hill Section - The North Hill Section shall include cottages south of 755 Lakeside, and shall include cottages on Lakeside, Crescent Walk, Nahant Path, Mishawaka Walk, and Griswold Avenue.

South Hill Section - The northern boundary shall be cottages on Waukazoo Trail and include cottages on Maksaba Trail, Belmont Way, Valley Avenue, Cherry Walk, Cedar Walk, Indiana Avenue, Grand Avenue, & Illinois Avenue. The South Hill Section shall also include cottages west of Fern Walk, as well as those on the south side of South Shore Drive, up to and including the east property line of address 2238 South Shore Drive.

ARTICLE V - DUES AND ASSESSMENTS. Voting upon dues and assessments will be based upon one vote per residence/cottage in person or by proxy at any Annual or Special meeting of the MPCA.

All members of the MPCA shall pay dues consisting of: a charge per cottage, and a charge for each additional cottage owned by a member. Dues will be established by individual Sections at the time of the Annual Meeting by vote of a simple majority at that section meeting. Sectional

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budgets will be posted to the MPCA website ten (10) days prior to the Annual Meeting and by email to members who have provided an email address to MPCA.

A general assessment to all sections shall be enacted by the affirmative vote of 2/3 of Members present in person or by proxy at any Annual or Special meeting of the MPCA. Notice of the proposed assessment shall be submitted to the membership ten (10) days in advance of such meeting via email notice to members and/or posting to the MPCA website.

Section special assessments, when deemed necessary, shall be enacted by the affirmative vote of 2/3 of Section Members present in person or by proxy at any Annual or Special meeting of the Section property owners. Notice of the proposed assessment shall be submitted to the property owners ten (10) days in advance of such meeting via email and/or posting to the MPCA website.

Only payment in full of dues and assessments will constitute membership.

## ARTICLE VI - MEETINGS.

### Section 1. Annual and Special Meetings.

The Annual Meeting of the MPCA shall be held on or before the 15th of July of each year. Notice of the Annual Meeting shall be served to each Member in writing, postage prepaid, addressed to his post office address as it appears in the records of the MPCA, or via email and/or posting to the MPCA website no later than twenty (20) days prior to the holding of such meeting.

Special meetings of the MPCA may be called by the Trustees at any time. Notice of a Special Meeting shall be served upon each Member in writing, postage prepaid, addressed to his post office address as it appears in the records of the MPCA, or via email and/or posting to the MPCA website no later than ten (10) days prior to the holding of such meeting.

Only members whose dues and assessments are paid at the time of the Annual Meeting or a Special Meeting shall be entitled to vote.

The conduct of all meetings will follow Robert's Rules of Order.

A quorum shall be 25% of the Members of MPCA, including proxies. Voting shall be in person, or by proxy if in writing, and if filed with the Trustees. Any proxy shall be valid for one meeting only.

## Section 2. Trustees Meetings.

Meetings of Trustees: The Board of Trustees shall conduct a Board meeting a minimum of two (2) times per year, said meeting to be noticed out to all Trustees no less than seven (7) days in advance of said meeting, if possible, via email notice to all Trustees.

A majority of the Trustees shall constitute a quorum for any meeting of the Trustees.

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ARTICLE VII - ELECTION OF TRUSTEES. Elections of Trustees shall be held at the annual meeting of MPCA under the jurisdiction of the Trustees, and proxy votes shall be honored. The new Trustees shall take office at the close of the Annual Meeting.

There shall be a total of eleven (11) Trustees. Three Trustees shall be elected by and represent the North Beach Section; two Trustees shall be elected by and represent the Central Section; three Trustees shall be elected by and represent the North Hill Section; three Trustees shall be elected by and represent the South Hill Section. Each Trustee shall be elected for a three (3) year term. No Trustee may serve more than two (2) consecutive terms, except as provided in the paragraph below.

If a vacancy shall occur on the Board of Trustees, the appointment of a new Trustee to fill that vacancy is the prerogative entirely of the remaining Trustees or Trustee of that section in which the vacancy occurs. The replacement will serve until the next Annual Meeting, at which time an election shall be held to fill the remainder of the unexpired term. Election to an unexpired term in excess of one (1) year will be considered the same as a full term with respect to the two term limitation.

ARTICLE VIII - POWERS AND DUTIES OF TRUSTEES. The Trustees shall elect within one week after the Annual Meeting of MPCA, from among the Trustees, a President, a Vice President, a Secretary, and a Treasurer. The officers shall have the customary duties of their offices and such additional duties as may be assigned by the Trustees. Any vacancies among the Officers shall be filled promptly by the Trustees. Each Officer shall serve in their respective position until they resign, are replaced or until their respective term expires, whichever condition first occurs.

Trustees may, as necessary, appoint (either from the trustees or Association members), special chairs to assist with coordination of security, trash, beach cleaning, swim buoys, social events, etc as may be required to carry on the customary business and activities of the MPCA.

A complete list of the Members entitled to vote shall be kept by the Secretary and the Assistant Treasurer and shall be made available for inspection at any reasonable time by any Member whose dues and assessments are paid by that Member. Copies of the By-Laws, as amended, shall be kept and made available by the Secretary, to any Member, upon request.

The Trustees are empowered to employ an assistant to the Treasurer and such other assistants as the Trustees deem necessary to carry out the business of the MPCA.

All votes required to be taken to effect the activities of the Trustees may be taken via email or telecommunication vote and must be recorded in the Minutes of the MPCA.

ARTICLE IX - NOMINATING COMMITTEE AND NOMINATION OF TRUSTEES. Each spring, no later than Memorial Day, the President shall appoint a Nominating Committee Chair from the general membership who shall form the Nominating Committee by selecting one Member from each Section to form the Committee. This Committee membership is to be posted on the MPCA website and/or via email to fully paid members that have provided an email

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address to MPCA so that the general membership may make known their suggestions for nominees for trustees to the committee. The Committee shall also solicit suggestions for potential trustees from Section members. The Committee's proposed nominating slate shall be posted to the MPCA website and sent via email to those members who have provided email addresses to MPCA ten (10) days prior to the Annual Meeting. At the Annual Meeting, additional nominations from the floor shall be called for and these nominations placed on the slate.

ARTICLE X - MINUTES. Written minutes of MPCA meetings and Trustees' meetings shall be made part of the permanent records of the MPCA and they, together with the records of the Treasurer, shall be available for inspection at any reasonable time, by any Member whose dues and assessments are paid.

ARTICLE XI-AMENDMENTS TO BY-LAWS. The By-Laws may be amended by the affirmative vote of two third (2/3) of the Members present in person or by proxy at any Annual or Special meeting of the MPCA. Notice of changes to the By-Laws shall be submitted to the membership twenty (20) days in advance of such meeting.