



Reflections 51st Annual Meeting Edition

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Hello Neighbors,

It is that time of year again at Lakewood Shores. Preparations are being made for the return of beautiful sunrise-side weather and all of the wonderful activities the POA has to offer. The Beach Club is open and its offerings will continue to evolve based on your feedback and as patronage dictates. It is also time to start preparing for LSPOA Annual Meeting. This year's meeting will take place at 1:30pm Saturday, June 15, at the POA Pavilion (4848 Brookwood Trail).

The Board, and Executive Director Tonia Brenk, look forward to seeing everyone at the meeting. There are many proposals on the ballot to be voted on at the meeting, as well as five (5) Board positions to be filled.

Article and By-Law Amendment Proposals:

A committee was formed last fall to do a full review of the POA Articles of Organization and By-Laws, and submit recommendations for amending them to the Board for review and inclusion on the ballot at this year's Annual Meeting. The Committee was tasked to pay close attention to feedback received from membership as well as the POA attorney when looking at areas in need of amending. The result of the Committee's efforts are a total of 18 proposed amendments – Nine to the Articles of Organization and Nine to the By-Laws – which have been approved by the Board to be on the ballot for membership to vote on at the Annual Meeting.

The attached workbook has an overview of the proposed amendments, with a brief explanation of the reasoning behind the proposed changes.

Remember, in order to vote on the proposals on the ballot, you must be present at the Annual Meeting June 15.

Regardless of individual opinions or preferences, the BOD feels these proposed amendments are important to the continued viability and growth of our POA and should be presented to the POA membership to decide if they should be approved.

The Board will be holding a Town Hall May 8 to present the amendment proposals in more detail and allow members to ask questions or make comments on the proposals. (note: the amendment proposals are in their final, approved status so no changes can be made to the proposals based on feedback at the Town Hall)

Electing new Board of Directors members:

Another very important component of each Annual Meeting is the election of new Board members. This year there will be five (5) positions to be filled – voted on by membership. We are still seeking candidates for those positions. If you are interested in running for one of those positions, please provide a brief bio, your phone number, email address and POA property address, POA member number or Lot number to Tonia Brenk via email: director@lakewoodshorespoa.com, or delivered to the POA office at 7701 E Cedar Lake Dr., Oscoda 48750. The deadline to have your candidacy approved by the Nominating Committee and Board is May 1.

The May 8 Town Hall will also be a chance for membership to “Meet the Candidates” as all candidates will be invited to introduce themselves and explain why they are interested in joining the Board.

In response to feedback from members the agenda for this year's Annual Meeting will be revised to allow member questions and comments before votes can be turned in, so please respect your neighbors right to comment or ask questions prior to turning in your ballots.

This is YOUR POA, and attending the Annual Meeting and casting your vote is your chance to let your voice be heard. I hope to see you there.

Best Regards,
Jim Martin, President, LSPOA Board of Directors

**51st Annual Meeting-June 15th 1:30 pm
Lakewood Shores Pavilion-4818 Brookwood Trail**

Nominations for Board of Directors Requested

In preparation for the June 15th Annual Meeting, the Board of Directors has named Jennifer Lueck, Board Secretary, as Nominating Committee Chair. Other committee members include Kristine Handy, Board Vice President and LSPOA Member, Norma Smith. If you or someone you know is interested in joining the committee, please contact us.

Together, the committee will seek nominations for five directors. One current Board Member's second term will end, three positions are filled by appointees, and one position is currently vacant.

Interested candidates should be willing to offer suggestions, consider other's opinions, attend meetings faithfully, and have a desire to lead LSPOA into the future. Our By-laws state: *Directors shall be members of the Corporation in good standing, and at least twenty-one (21) years of age. Also, directors shall be of good moral character with no record of conviction for any felony or have any history of behavior inconsistent with the personal qualities inherent in the office they seek.*

The Nominating Committee is asking that nominations for the Board of Directors be sent to: director@lakewoodshorespoa.com or sent/delivered to the administrative office.

7701 E Cedar Lake Dr., Oscoda 48750 * (989) 739-2607

***Nominations must include a bio, email, address, and phone number.**

***All nominations must be received by May 1, 2024**

Information on Nominees for the Board of Directors and how to get an absentee ballot along with any proposals to be voted on will be sent out in May.



LSPOA Articles and By-Laws Amendment Proposals Workbook

The LSPOA **Articles and By-Laws Review Committee**, consisting of Jim Martin (chair), Jennifer Lueck, Jim Dennis and Ellen Maher presented to the Board of Directors January 31, 2024, for their review and recommendation, a total of eighteen (18) proposed amendments to the POA Articles and By-Laws. The Board reviewed and approved the Committee's proposal, with agreed upon edits, at the February 14, 2024 General Board Meeting of the Board of Directors.

The Board has the responsibility and authority to approve any Article and/or By-Law amendments for inclusion on the ballot to be voted on by membership at the June 15, 2024 Annual Meeting of the POA.

The Articles and By-Laws Review Committee was tasked with doing a full review of the Articles and By-Laws, and to look for areas of potential updates, clarification and/or change, all with the overall benefit of the POA membership in mind. Special attention was paid to areas where the Board of Directors – individually or as a whole – received input/recommendations from POA members, as well as feedback from the POA attorney.

The Committee worked independently at first, and then as a group to identify Articles or By-Laws requiring amending, before agreeing to the proposed amendments submitted to the Board January 31 for its review.

The enclosed workbook provides a comparison of the “current” Article section or By-Law paragraph, to the proposed amendment to the Section or Paragraph – showing what the proposed change encompasses. All changes are in red type – additions appear as red words while deletions are red letters lined out.

In addition, each proposal has notes (*in italics*) indicating the purpose/reason for the proposed amendment and any other information the Committee feels is important when evaluating the viability of the amendment.

IMPORTANT NOTE: The Amendment Ballot which will be distributed at the Annual Meeting will contain 18 separate Proposals. Each individual Amendment Proposal will require a Yes or No vote from eligible voting members at the Annual Meeting.

MEMBERSHIP AND FEES

ARTICLE VI

PROPOSAL A1:

Current

Section 1.1 Family membership is defined as recorded owner(s) who is the sole owner of a lot or lots. In addition, the unmarried children up to and including age 21 are also entitled to the benefits of membership.

Proposed Amendment

Section 1.1 Family membership is defined as recorded owner(s) who is the sole owner of a lot or lots. In addition, ~~the spouse,~~ the unmarried children up to ~~and including~~ age 21 are also entitled to the benefits of membership.

Amendment recommended by POA attorney and multiple members to afford the spouse of the recorded owner the same membership benefits as the recorded owner, and their children. Removing “and including” for age 21 to eliminate any confusion regarding the ability of children aged 21, not listed on the recorded deed, to serve on the Board of Directors.

PROPOSAL A2:

Current

Section 1.2 Individual membership is defined as an individual who is the sole owner of a lot or lots. In addition, his or her unmarried children up to and including age 21 are also entitled to the benefits of membership.

Proposed Amendment

Section 1.2 Individual membership is defined as an individual who is the sole **recorded** owner of a lot or lots. In addition, his or her unmarried children up to ~~and including~~ age 21 are also entitled to the benefits of membership.

Amendment recommended to provide consistency with other Sections verbiage defining “membership.” Removing “and including” for age 21 to eliminate any confusion regarding the ability of children aged 21, not listed on the recorded deed, to serve on the Board of Directors.

PROPOSAL A3:

Current

Section 1.3 Children or parents of resident members in good standing, living in the same household, shall be entitled to the benefits of the resident members.

Proposed Amendment

Section 1.3 Children, **aged 21 years or older,** or parents of resident members in good standing, living in the same household, shall be entitled to the benefits of the resident members, **except serving on the Board of Directors, POA committees or voting**

Amendment recommended by Articles and By-Laws Committee to provide consistency in verbiage and clarity to who is covered in this Section.

PROPOSAL A4:

Proposed New Section of Article VI

Section 1.6 Associate Member is an adult (21 years of age or older) who resides within the POA but does not meet any of the other membership definitions in Sections 1.1 through 1.5 above. An example of Associate Members is adult individuals who are renting a house within the POA. Associate Membership provides the privileges of any membership above, except serving on the Board of Directors, POA committees or voting. The Associate Membership must be applied for and will carry an annual fee to be established by the Board of Directors.

Amendment recommended by POA member to address residents who reside in the POA but do not meet any established requirements for membership.

NOTE: This is not an attempt to provide membership privileges to anyone living outside of the POA who does not meet the established requirements for membership (i.e. – as the 2023 Diners’ Club or other previous membership amendment proposals offered).

PROPOSAL A5:

Current

Section 2. FEES. The Board of Directors shall have the duty to assess and collect from each Member annual membership fees and special assessments (any exceptions must be recommended by the Finance Committee and approved by the Board of Directors) for each lot or building site the member owns. This fee will be used to pursue the corporate purposes as set forth in Article II hereof. Annual membership fees shall be assessed on each lot and tract, (as shown by the plats of the various sections of the subject property which shall have been filed of record in the office of the Register of Deeds of Iosco County, Michigan) and each completed individual condominium unit, townhouse, or other separate unit of multi-unit place of residence (including but not limited to each individual apartment or hotel room) in the subject property, legal title to which is owned of record by such member. Each such lot, tract, condominium unit, town house, or unit in a multi-unit place of residence is herein referred to as a “lot”. Annual membership fees shall not be changed without prior notice (as provided in Section 1.7 of the By-Laws) and the approval vote of a majority of the eligible voting members of the Corporation physically present and voting at a properly called meeting. Annual membership fees shall be due and payable on the 1st day of each year. At the discretion of the Board of Directors, a split billing system may be implemented in which the annual membership fees are divided equally for two or more billing periods of the calendar year. In the event this option is used, the timetable described in the following sentences as regards payment deadlines, late charges, etc. shall be adapted to the new schedule. Notice of such change shall be published no later than December 15th of the year preceding the year to which it

applies and may be included as part of the annual billing notice. Any member who shall not have paid annual membership fees in full prior to February 1st of the year for which it is due, shall be a member not in good standing until such time as all delinquent fees shall have been paid in full. Any member delinquent in the payment of such fees shall not be entitled to use any of the facilities or property of the Corporation. Such a member shall be obligated to pay such late payments and reinstatement fees and processing costs as shall be determined by the Board of Directors. The Board of Directors shall enforce these and any other rules which may from time to time be adopted by the Corporation pursuant to these Articles of Organization and the By-Laws of the Corporation. The Board of Directors shall have discretion in dealing with members involving problems relating to annual membership fees.

Proposed Amendment

Section 2. FEES. The Board of Directors shall have the duty to assess and collect from each Member annual membership fees and special assessments (~~any exceptions must be recommended by the Finance Committee and approved by the Board of Directors~~) for each lot or building site the member owns. This fee will be used to pursue the corporate purposes as set forth in Article II hereof. Annual membership fees shall be assessed on each lot and tract, (as shown by the plats of the various sections of the subject property which shall have been filed of record in the office of the Register of Deeds of Iosco County, Michigan) and each completed individual condominium unit, townhouse, or other separate unit of multi-unit place of residence (including but not limited to each individual apartment or hotel room) in the subject property, legal title to which is owned of record by such member. Each such lot, tract, condominium unit, town house, or unit in a multi-unit place of residence is here-in referred to as a "lot". Annual membership fees shall not be changed without prior notice (as provided in Section 1.7 of the By-Laws) and the approval vote of a majority of the eligible **voting** members of the Corporation physically present and voting at a properly called meeting. Annual membership fees shall be due and payable on the 1st day of each year. At the discretion of the Board of Directors, a split billing system may be implemented in which the annual membership fees are divided equally for two or more billing periods of the calendar year. In the event this option is used, the timetable described in the following sentences as regards payment deadlines, late charges, etc. shall be adapted to the new schedule. Notice of such change shall be published no later than December 15th of the year preceding the year to which it applies and may be included as part of the annual billing notice. Any member who shall not have paid annual membership fees in full prior to February 1st of the year for which it is due, shall be a member not in good standing until such time as all delinquent fees shall have been paid in full. Any member delinquent in the payment of such fees shall not be entitled to use any of the facilities or property of the Corporation. Such a member shall be obligated to pay such late payments and reinstatement fees and processing costs as shall be determined by the Board of Directors.

The Board of Directors shall enforce these and any other rules which may from time to time be adopted by the Corporation pursuant to these Articles of Organization and the By-Laws of the Corporation. The Board of Directors shall have discretion in dealing with members involving problems relating to annual membership fees, **specific to individual member short-term financial hardship**.

Amendment recommended by POA attorney and multiple members to eliminate vagueness and potential misinterpretation of the Board of Directors' authority to change the POA fee structure without a vote of membership.

NOTE: The phrase "physically present and voting" will be removed from this section if Proposal B1 passes.

PROPOSAL A6:

Current

Section 3. CONDUCT OF MEMBERS. The President may, for cause, suspend any member of the Corporation without previous notice from active participation in the Corporation's privileges until he or she can call a meeting of the Board of Directors to consider the conduct of such member and to determine the action to be taken thereon. Such suspended member shall receive a written copy of the charges against them before the Board can take any formal action.

Five members of the Corporation in good standing may prefer charges against any member to the Board of Directors. Such charges shall be in writing and the member against whom the charges are made shall receive a copy of the charges before the Board can take any action thereon. The accused member shall have the right to be heard before the Board, either in person or by counsel, with the full right to answer thereto in writing and the hearing thereon shall be had no later than the next regular meeting of the Board of Directors. Any member may be suspended, expelled or declared to have forfeited their membership, by the Board of Directors for improper conduct or misuse of facilities. The decision of the Board of Directors shall be final.

Proposed Amendment

Section 3. CONDUCT OF MEMBERS. The President may, for cause, suspend any member of the Corporation without previous notice from active participation in the Corporation's privileges until he or she can call a meeting of the Board of Directors to consider the conduct of such member and to determine the action to be taken thereon. Such suspended member shall receive a written copy of the charges against them before the Board can take any formal action. **The Board of Directors has the authority to identify specific conduct that can result in the suspension of member privileges, which will be included in the Corporation's Rules and Regulations. The President or Board of Directors can also consider offenses not included in the Rules and Regulations for suspension of member privileges.**

Five members of the Corporation in good standing may prefer charges against any member to the Board of Directors. Such charges shall be in writing and the member against whom the charges are made shall receive a copy of the charges before the Board can take any action thereon. The accused member shall have the right to be heard before the Board, either in person or by counsel, with the full right to answer thereto in writing and the hearing thereon shall be had no later than the next regular meeting of the Board of Directors. Any member may be suspended, expelled or declared to have forfeited their membership, **for a period of time to be determined** by the Board of Directors ~~for improper conduct or misuse of facilities~~. The decision of the Board of Directors shall be final.

OPERATION AND CONTROL

Article VII

PROPOSAL A7:

Current

Section 2. AMENDMENTS. Only property owners in good standing may submit an amendment to these Articles of Organization of the Corporation which must be submitted to the Board of Directors in writing by February 1, for their study and recommendation. The proposed amendment and the favorable recommendation of the Directors shall then be submitted to the next annual meeting of the Corporation after having been published and made available not less than twenty (20) nor more than forty-five (45) days prior to the meeting for their review, study and response. To be adopted, any proposed amendment must have a favorable vote of at least two-thirds of the eligible members physically present and voting.

Proposed Amendment

Section 2. AMENDMENTS. Only property owners in good standing may submit an amendment to these Articles of Organization of the Corporation which must be submitted to the Board of Directors in writing by **March 1**, for their study and recommendation. The proposed amendment and the favorable recommendation of the Directors shall then be submitted to the next annual meeting of the Corporation, **or at a special meeting called by the President,** after having been published and made available not less than twenty (20) nor more than forty-five (45) days prior to the meeting for their review, study and response. To be adopted, any proposed amendment must have a favorable vote of at least two-thirds of the eligible **voting** members physically present and voting.

Amendment proposed by multiple members to allow additional time for members to submit amendment proposals without impacting the timing of having ballots prepared and distributed for the Annual Meeting. Also allowing for proposed amendments to the POA Articles of Organization to be voted on at a special meeting called by the Board President. Adding "voting" to last sentence for consistency with other Articles and By-Laws regarding membership voting.

NOTE: The phrase "physically present and voting" will be removed from this section if Proposal B1 passes.

NOTE: Proposal B9 on this year's ballot is for the amendment of POA By-Laws Section 6, Paragraph 6.1 is proposing the same changes relating to amendments to the By-Laws – the hope of the Committee and Board is that members will vote the same on this Proposal A7 and on Proposal B9 for consistency in the amendment process.

DIRECTORS AND OFFICERS

ARTICLE VIII

PROPOSAL A8:

Current

Section 2. TERM OF DIRECTORS. The term of office of any Board member shall be three (3) years. A board member may not serve more than two terms, except that a person appointed to fill a vacancy of less than one (1) year on the Board shall be eligible for election to two full terms beyond the time served in the vacancy.

Amendment Proposal

Section 2. TERM OF DIRECTORS. The term of office of any Board member shall be three (3) years. ~~A board member may not serve more than two terms, except that a person appointed to fill a vacancy of less than one (1) year on the Board shall be eligible for election to two full terms beyond the time served in the vacancy.~~ A Board member may not serve more than two consecutive terms, or a total of three full terms. A person appointed to fill a vacancy of less than one (1) year (interim vacancy) on the Board shall be eligible for election to three full terms beyond the time served in the interim vacancy. A Board member is considered to have served a full term if they have been elected to a three-year term at the Annual Meeting of the Corporation, regardless of how long the Board member actually serves during that term. If a Board member resigns from, or otherwise leaves, their position for any reason during their second consecutive full term, they must wait a minimum of three (3) years following the next Annual Meeting of the Corporation before serving their third full term. Any past Board member may fill an interim vacancy on the board regardless of the number of elected terms they served.

Amendment recommended by multiple members to allow for former Board members who have already served two full terms to serve one additional full term, and unlimited interim terms – in an effort to allow continued volunteering/service to the POA.

PROPOSAL A9:

Current

Section 4. NOMINATIONS. Nominations for members of the Board of Directors shall be made by a nominating committee comprised of three (3) members. The nominating committee shall be appointed by the President and not more than two (2) may be current members of the Board of Directors. The announcement giving the names of persons on the nominating committee shall be made by April 1. Any member of the Corporation in good standing may make nominations to the committee, such nominations shall be included on the ballot, and shall be in writing with biographical sketches and shall have the consent of persons nominated. Furthermore, such nominations must be presented to the Board of Directors by May 1. The list of nominees from the committee should be at least twice the number of Board positions to be filled. Additional nominees will not be accepted at the annual meeting. The announcement of the nominations should be in accordance with Section 1.7 of the By-Laws and should include biographical sketches of all nominees.

Amendment Proposal

Section 4. NOMINATIONS. Nominations for members of the Board of Directors shall be made by a nominating committee comprised of three (3) members. The nominating committee shall be appointed by the President and not more than two (2) may be current members of the Board of Directors. **The committee is responsible for determining that the candidates meet the requirements to serve as Directors. (See Section 2.2 of the Bylaws)** The announcement giving the names of persons on the nominating committee shall be made by April 1. Any member of the Corporation in good standing may make nominations to the committee, such nominations shall be included on the ballot, and shall be in writing with biographical sketches and shall have the consent of persons nominated. Furthermore, such nominations must be presented to the Board of Directors by May 1. The list of nominees from the committee should be at least twice the number of Board positions to be filled. Additional nominees will not be accepted at the annual meeting. The announcement of the nominations should be in accordance with Section 1.7 of the By-Laws and should include biographical sketches of all nominees.

Amendment recommended by member to further define the responsibilities of the Nominating Committee.

BY-LAWS **SECTION 1-MEMBERS**

PROPOSAL B1:

Current

1.3 VOTING RIGHTS. Each membership is entitled to one vote regardless of the number of lots owned providing said membership is in good standing. Written proxies will not be accepted. For the purpose of an election of members of the Board of Directors Only one absentee ballot may be procured by a property owner in good standing from the business office of the Corporation. Absentee Ballots are to be mailed to the member upon request and must be returned at least ten (10) days before the day of the election.

Amendment Proposal

1.3 VOTING RIGHTS. Each membership is entitled to one vote regardless of the number of lots owned providing said membership is in good standing. Written proxies will not be accepted. ~~For the purpose of an election of members of the Board of Directors Only one absentee ballot may be procured~~ Absentee ballots are available by request by a property owner in good standing from the business office of the Corporation. Absentee Ballots are to be mailed to the member upon request and must be returned at least ten (10) days before the day of the election.

Amendment recommended by multiple members to allow absentee voting on amendments to POA Articles and By-Laws, in addition to Board of Director candidates already allowed.

NOTE: If Proposal B1 passes the following references to voting that include the phrase "physically present and voting": Article VI, Section 2 – FEES; Article VII, Section 2 – AMENDMENTS; and By-Laws: Section 6 – AMENDMENTS, Paragraph 6.1 – AMENDMENTS will be removed.

Further, absentee voting cannot allowed for a Special Meeting called to address a Recall Petition as there is not enough time allowed to create and mail ballots per By-Laws Section 1, Paragraph 1.9.

PROPOSAL B2:

Current

1.5 ANNUAL MEETING. An annual meeting of the members of the Corporation shall normally be held at 1:30pm. on the 3rd Saturday in June of each year at such place in Oscoda Township, Iosco County, Michigan as the Board of Directors may designate in the notice of such meeting.

Amendment Proposal

1.5 ANNUAL MEETING. An annual meeting of the members of the Corporation shall normally be held at **10:30am** on the **2nd** Saturday in June of each year at such place in Oscoda Township, Iosco County, Michigan as the Board of Directors may designate in the notice of such meeting.

Amendment recommended by multiple members, to move the Annual Meeting date away from Fathers' Day weekend and to start earlier so it doesn't fall in the middle of the day.

PROPOSAL B3:

Current

1.8 QUORUM. At least fifty (50) eligible members, physically present, shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the members of the Corporation.

Any meeting of members may be adjourned from time to time, without notice other than announcement at the meeting, until a quorum shall be present. When a quorum is present at any meeting, the vote of a majority of the eligible members physically present at such meeting shall decide any question, with the exception of proposed amendments to the Articles of Organization or to these By-Laws and Recall, brought before such meeting.

Amendment Proposal

1.8 QUORUM. At least fifty (50) eligible members, physically **or electronically** present, shall be requisite for and shall constitute a quorum for the transaction of business at all meetings of the members of the Corporation. Any meeting of members may be adjourned from time to time, without notice other than announcement at the meeting, until a quorum shall be present. When a quorum is present at any meeting, the vote of a majority of the eligible members physically present at such meeting shall decide any question, with the exception of proposed amendments to the Articles of Organization or to these By-Laws and Recall, brought before such meeting.

Amendment recommended by multiple members to allow electronic attendance at Annual or Special meetings to constitute a quorum.

NOTE: Passage of this amendment will not allow electronic voting.

PROPOSAL B4:

Current

1.9 RECALL. A member of the Corporation may petition the Board for the recall of an Officer or Director for good and sufficient cause which shall be defined as a serious incident of misconduct, habitual failure to attend meetings without sufficient reason, failure to maintain member in good standing status with the Association or any other act or deed that is inconsistent with the standards of the Board and is judged to be detrimental to the best interests and welfare of the Association, by stating the complaint either in person or by letter. If the complaint is resolved to the satisfaction of the parties involved there is no need for further action. However, if there is a dispute regarding the allegation(s) then the member lodging the request for a recall must provide a written petition that has been signed by a minimum of fifty (50) members of the Corporation, who are in good standing, and fully understand the request for the recall. When a written petition is presented to the Board of Directors, the Board of Directors must present it to members of the Corporation, at a special meeting, within thirty days. The recall of an Officer or Director must be ratified by a two-thirds (2/3) vote of a quorum of members in good standing who are present at the meeting where the recall is to take place.

Amendment Proposal

1.9 RECALL. A member of the Corporation may ~~petition~~ **submit a request** to the Board for the recall of an Officer or Director for good and sufficient cause which shall be defined **specifically against an individual Officer or Director**, as a serious incident of misconduct, habitual failure to attend meetings without sufficient reason, failure to maintain member in good standing status with the ~~Association Corporation~~ or any other act or deed that is inconsistent with the standards of the Board and is judged to be detrimental to the best interests and welfare of the ~~Association Corporation~~, **with Step 1:** by stating the complaint **and providing examples of such conduct**, either in person or by letter. If the complaint is resolved to the satisfaction of the parties involved there is no need for further action. However, if there is a dispute regarding the allegation (s) then **Step 2: would be** the member **then** lodging the request for a recall must provide a written petition that has been signed by a minimum of fifty (50) members of the Corporation, who are in good standing, and fully understand the request for the recall. When a written petition is presented to the Board of Directors, the Board of Directors must present it to members of the Corporation, at a special meeting, within thirty days. The recall of an Officer or Director must be ratified by a two-thirds (2/3) vote of a quorum of **eligible voting** members ~~in good standing~~ who are **physically** present at the meeting where the recall is to take place.

Amendment recommended by POA attorney and multiple members to provide more detail to the Recall process and eliminate confusion regarding the two steps of the process.

BY-LAWS
SECTION 2-DIRECTORS

PROPOSAL B5:

Current

2.2 QUALIFICATIONS. Directors shall be members of the Corporation in good standing, and at least twenty-one (21) years of age. Also, directors shall be of good moral character with no record of conviction for any felony or have, any history of behavior inconsistent with the personal qualities inherent in the office they seek. and to comply with bonding requirements.

Amendment Proposal

2.2 QUALIFICATIONS. Directors shall be members of the Corporation in good standing, and at least twenty-one (21) years of age. Also, directors shall be of good moral character ~~with no record of conviction for any felony or have, and subject to a criminal history background check to determine~~ any history of behavior inconsistent with the personal qualities inherent in the office they seek. ~~and to comply with bonding requirements.~~

Amendment recommended by multiple members to allow for discretion in evaluating potential candidates for Board of Directors positions. Removing "and to comply with bonding requirements" as bonding is no longer required for members of the Board of Directors.

PROPOSAL B6:

Current

2.3 VACANCIES AND REMOVAL. Any Director may be removed for cause by the unanimous vote of the remaining members of the Board (excluding the Director to be removed). Removal for cause shall be defined as a serious incident of misconduct, habitual failure to attend meetings without sufficient reason, failure to maintain member in good standing status with the Association or any other act or deed that is inconsistent with the standards of the Board and is judged to be detrimental to the best interests and welfare of the Association. Upon death, removal, resignation, or incapacity of any member of the Board of Directors, a simple majority of the Directors present at a board meeting shall appoint the successor to fill the existing vacancy until the next annual meeting and elections. This replacement will be selected from a list of previous Board nominees and/or eligible candidates proposed by members of the remaining board and must meet the same qualifications as stated in Section 2.2 above.

Amendment Proposal

2.3 VACANCIES AND REMOVAL. Any Director may be removed for cause by the unanimous vote of the remaining members of the Board (excluding the Director to be Removed). Removal for cause shall be defined as a serious incident of misconduct, habitual failure to attend meetings without sufficient reason, failure to maintain member in good standing status with the Association or any other act or deed that is inconsistent with the standards of the Board and is judged to be detrimental to the best interests and welfare of the Association. Upon death, removal, resignation, or incapacity of any member of the Board of Directors, a simple majority of the Directors present at a board meeting shall appoint the successor to fill the existing vacancy until the next annual meeting and elections. This replacement ~~will~~ **may** be selected from a list of previous Board nominees and/or eligible candidates proposed by members of the remaining board and must meet the same qualifications as stated in Section 2.2 above.

Amendment recommended by multiple members to allow more flexibility to the Board of Directors when selecting an interim Board member.

PROPOSAL B7:

Current

2.4 MEETING. An annual meeting of the newly elected Board of Directors of the Corporation shall be held within ten (10) days following the adjournment of the annual meeting of the Corporation. The schedule of the meetings of the Board of Directors shall be determined at this meeting, reference Article VIII, Section 1.1. Special meetings of the Board of Directors may be called by the President or the Vice President and shall be held at such time and place as shall be specified in the notice of such meetings. Five (5) members of the Board of Directors shall constitute a quorum for the conduct of business. Robert's Rules of Order shall prevail at meetings of the Board insofar as they do not conflict with the Articles of Organization. Annual or General Meetings may be held in person and/or via Zoom if required.

Amendment Proposal

2.4 MEETING. An annual meeting of the newly elected Board of Directors of the Corporation shall be held within ten (10) days following the adjournment of the annual meeting of the Corporation. The schedule of the meetings of the Board of Directors shall be determined at this meeting, reference Article VIII, Section 1.1. (continued on next page)

Special meetings of the Board of Directors may be called by the President or the Vice President and shall be held at such time and place as shall be specified in the notice of such meetings. Five (5) members of the Board of Directors shall constitute a quorum for the conduct of business. Robert's Rules of Order shall prevail at meetings of the Board insofar as they do not conflict with the Articles of Organization. ~~Annual or General Meetings may be held in person and/or via Zoom if required.~~

Amendment recommended by member to avoid any confusion regarding voting rights for electronic attendees at Annual or Special meetings.

BY-LAWS-SECTION 3 **OFFICERS AND DUTIES**

PROPOSAL B8:

Current

3.23 SECRETARY. The Secretary shall issue notices of Directors' and members' meeting, when so directed by the person calling the meeting, and shall be responsible for corporate minutes and records. The Secretary shall make a complete list of the eligible members of the Corporation entitled to vote at a meeting of the Corporation, or any adjournment thereof. This list shall be in alphabetical order with each member's address and the number of lots owned. It shall be kept on file at the business office of the Corporation and shall be subject to inspection by any member at any time during usual business hours for a period of ten (10) days prior to such meeting.

Amendment Proposal

3.23 SECRETARY. The Secretary ~~shall issue notices of Directors' and members' meeting, when so directed by the person calling the meeting, and~~ shall be responsible for corporate minutes and records. The Secretary shall ~~make review~~ a complete list of the eligible members of the Corporation entitled to vote at a meeting of the Corporation, or any adjournment thereof. This list shall be in alphabetical order with each member's address and the number of lots owned. It shall be kept on file at the business office of the Corporation and shall be subject to inspection by any member at any time during usual business hours for a period of ten (10) days prior to such meeting.

Amendment recommended by multiple members to update the duties of the Secretary of the Board of Directors.

BY-LAWS-SECTION 6 **AMENDMENTS**

PROPOSAL B9:

Current

6.1 AMENDMENTS. These By-Laws may be amended at any annual meeting of the eligible members of the Corporation, any amendment to these By-Laws must be submitted in writing by a member in good standing to the Board of Directors for their study and recommendation. The proposed amendment and the favorable recommendation of the Directors shall then be submitted to the next annual meeting of the Corporation. To be adopted any proposed amendment must have a favorable vote of at least two-thirds (2/3) of the eligible members physically present and voting. Any amendment inconsistent with the provisions of the Articles of Organization or any violation of any applicable law shall be invalid. Deadline dates shall be the same as those established in the Article VII, Section 2 of the Articles of Organization.

Amendment Proposal

6.1 AMENDMENTS. These By-Laws may be amended at any annual meeting ~~or special meeting called by the President~~ of the eligible ~~voting~~ members of the Corporation, any amendment to these By-Laws must be submitted in writing by a member in good standing to the Board of Directors for their study and recommendation. The proposed amendment and the favorable recommendation of the Directors shall then be submitted to the next annual meeting of the Corporation, ~~or special meeting called by the President.~~ To be adopted any proposed amendment must have a favorable vote of at least two-thirds (2/3) of the eligible ~~voting~~ members physically present and voting. Any amendment inconsistent with the provisions of the Articles of Organization or any violation of any applicable law shall be invalid. Deadline dates shall be the same as those established in the Article VII, Section 2 of the Articles of Organization.

Amendment recommended by multiple members to allow for voting on proposed amendments to the POA Articles and/or By-Laws at a Special Meeting called by the Board President.

NOTE: The phrase "physically present and voting" will be removed from this section if Proposal B1 passes.

NOTE: Proposal A7 on this year's ballot is for the amendment of POA Articles of Organization, Article VII, Section 2, is proposing the same changes relating to amendments to the Articles – the hope of the Committee and Board is that members will vote the same on this Proposal B9 and on Proposal A7 for consistency in the amendment process.

Lakewood Shores POA- Reflections

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