



# **Duna Vista Resorts By-Laws**

**Enacted July 20, 1991  
(Amended 2002, 2003, 2008, 2010, 2011, 2012, 2015,  
2016)**

# **ARTICLE I**

## **MEMBERSHIP, MEETINGS, VOTING AND FACILITY USAGE**

### **SECTION 1: MEMBERSHIP**

All persons with an equitable or legal interest of record (other than land contract sellers and mortgagees) in one or more lots in Hebblewhite's Sub-division of Singing Sands, Oceana County, Michigan, Pentwater Beach Addition Number four (4), Oceana County, Michigan and/or by deed restriction, shall be deemed to be members of this Corporation. The number of memberships associated with an equitable or legal interest as defined above shall equal the number of separate habitable residences unless there are no habitable residences in which case there shall be a single membership. Members who are not delinquent in dues, annual charges, fees, or assessments shall be deemed to be members in good standing, and shall enjoy all the rights and privileges thereof and be charged with all the duties and liabilities of such membership. Any subsequent owner of such property shall be considered a member of the Corporation, and a member in good standing so long as he or she is not delinquent in the payment of dues, annual charges, fees, or assessments. Sale or transfer of the last equitable or legal interest of any member of the Corporation shall constitute automatic loss of membership in the Corporation. *(Amended 2016)*

### **SECTION 2: USE OF COMMON FACILITIES**

Any person who is a member of the Corporation, together with family members, social guest, and lessees may use the common facilities. "Common facilities", as stated in this section and also in SECTION 3, means any service or property, either provided by or owned by Duna Vista Resorts. Should a member fail to pay dues, annual charges, fees, or assessments directly to the Treasurer by the due date, the Board of Directors, at its option, may deny the member, and/or the authorized users of common facilities the use and enjoyment of same until such time as all monies are paid.

### **SECTION 3: NEGLIGENCE OR ABUSE OF COMMON FACILITIES**

All members shall be liable for the expense of any maintenance, repair or replacement rendered necessary by his or her act, neglect, or carelessness, or by that of any family member, or his or their guests, employees, agents or lessees. The expense of any maintenance repair or replacement required shall, at the discretion of the Board of Directors, be charged to said member as a specific item which shall be a lien against said member's property with the same force and effect as if the charge were a part of the annual charge.

### **SECTION 4: PLACE OF MEETINGS**

All general membership meetings shall be held at Duna Vista Resorts.

### **SECTION 5: ANNUAL MEETING**

An annual meeting of the general membership shall be held on the third Saturday of each July.

### **SECTION 6: NOTICE OF ANNUAL MEETING**

At least ten (10) days, but no more than twenty-one (21) days prior to the date of the general membership annual meeting, the Secretary shall give notice of such meeting to all who are members as of the date the notice is sent. *(Amended 2010)*

### **SECTION 7: DELAYED ANNUAL MEETING**

If, for any reason, the annual meeting of the general membership is not held on the designated date, such meeting may be called and held as a special meeting, and the same proceedings may be held as at an annual meeting, provided however, that the notice of such special meeting shall be the same as provided for the annual meeting.

### **SECTION 8: ORDER OF BUSINESS AT THE ANNUAL MEETING**

The order of business at the annual meeting of the general membership shall be as follows, except that presiding officers, in the absence of an objection, may vary the order of business at his or her discretion:

- a. Roll call
- b. Reading of the notice of meeting and proof of mailing
- c. Reading, corrections and approving minutes of the previous meeting
- d. Reports of officers and/or Board of Directors
- e. Reports of committees
- f. Election of Directors
- g. Transaction of other business

- h. Good and welfare of organization
- i. Adjournment

#### **SECTION 9: VOTING RIGHTS**

There shall only be one vote per paid membership, regardless of the number or size of lots owned. Only members in good standing may vote.

#### **SECTION 10: SPECIAL MEETINGS**

A special meeting of the general membership may be called at any time by fifteen (15) members in good standing, or by five (5) members of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt by the President of a written notice setting forth the date and objects of said meeting, at least ten (10) days but no more than twenty-one (21) days prior to the date fixed for such meeting, a notice of the time, place, and purposes of said meeting shall be sent as hereinafter provided, to each member. Any business that is not stated in the notice shall not be transacted at such meeting. In situations deemed to be an emergency in nature, the Board may call for a vote by paper ballot, rather than actual presence at a special meeting of the general membership. Said ballots shall be mailed to all members in good standing as of the date of the mailing, and shall be returned to the Secretary of the Board, who will retain all returned ballots for a period of two (2) years after such vote has been taken. *(Amended 2010)*

#### **SECTION 11: QUORUM**

One quarter of the members in good standing shall constitute a quorum for purposes of conducting business at a general or special membership meeting.

#### **SECTION 12: NOTICE**

All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued as "By order of the President" or "By order of the Board of Directors", as the case may be and shall bear the written or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited, (a) in the United States mail, with 1<sup>ST</sup> Class postage fully prepaid, plainly addressed to the member at the address as recorded on the Corporate records, or (b) sent by electronic mail. A notice sent to a husband or wife shall be deemed a notice to both, unless separate addresses are registered with the Corporation. *(Amended 2010)*

#### **SECTION 13: WAIVER OF NOTICE**

Notice of the time, place and purpose of any meeting of the general membership may be waived by a member.

#### **SECTION 14: BALLOT VOTING BY MEMBERS**

Except for amendments to the Articles of Incorporation, any business to come before a meeting of the members not described in SECTION 8 of ARTICLE I of these By-Laws shall be conducted by written or electronic mail ballot. That ballot shall be sent as a notice to each member who is in good standing as of the date of mailing or electronic distribution of the notice. The notice shall contain a due date by which each member must return his/her ballot and that date shall be at least ten (10) days after the sending of the ballot. A resolution shall pass if a majority of the votes cast approve the resolution. *(Adopted 2010 and corrected 2015 to include electronic mail ballot)*

## **ARTICLE II BOARD OF DIRECTORS**

#### **SECTION 1: NUMBER AND TERM OF DIRECTORS**

The business, property and affairs of the Corporation shall be managed by a Board of Directors composed of nine (9) members in good standing, who need not be residents of Michigan. Each Director shall hold office for a term of three (3) years, or until his or her successor is elected.

#### **SECTION 2: VACANCIES**

A vacancy on the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so appointed shall remain a Director until the expiration of the term of the vacant position, or until his or her successor has been elected by the general membership. Such election may be held at a regular annual meeting or at a special meeting of the general membership called for that purpose.

**SECTION 3: ACTION BY WRITTEN CONSENT OF A MAJORITY OF THE BOARD**

If and when a majority of the Board of Directors consents in writing to any action to be taken by the Corporation, such action shall be considered a valid corporate action as though it had been authorized at a meeting of the Board.

**SECTION 4: AMENDMENTS TO THE BY-LAWS**

The By-Laws may be amended by:

- a. The amendment is approved by the Board of Directors, and
- b. The amendment is approved by a vote of a majority of the members casting ballots under provisions of SECTION 14 of ARTICLE I of these By-Laws; and
- c. Written notice of the amendment shall be given to all members.

Any amendment shall be effective ten (10) days after notice of the change in By-Laws is sent to all members.

*(Amended 2010)*

**SECTION 5: POWER TO ELECT OFFICERS**

The Board of Directors shall elect as officers, a President, Vice-President, Secretary, Treasurer and may appoint a General Manager. The General Manager need not be a member of the Board. One person may hold two offices. Each officer shall hold office for a term of one (1) year.

**SECTION 6: POWER TO APPOINT OR REMOVE OFFICERS OR AGENTS**

The Board of Directors shall have the power to appoint or remove any officer or agent as the Board may deem necessary for the transaction of Corporation business in its own best interest.

**SECTION 7: REMOVAL OF DIRECTORS BY GENERAL MEMBERSHIP**

Any member of the Board of Directors may be recalled and removed from office, with cause, via a petition representing a majority of the members in good standing as of the date of the petition, and signed by one person per paid membership. Such petition shall necessitate the calling of a special meeting of the members, as prescribed in ARTICLE I, SECTION 10 and 12 of the By-Laws.

**SECTION 8: QUORUM**

A majority of the Directors shall constitute a quorum.

**SECTION 9: ORGANIZATION MEETING OF THE BOARD OF DIRECTORS**

At the place of holding the annual meeting of the general membership, and immediately following same, the Board of Directors as constituted upon final adjournment of such annual meeting, shall convene for the purpose of electing officers, and transacting any other business properly brought before it, provided that the organizational meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such Board.

**SECTION 10: SPECIAL MEETING OF THE BOARD**

Special meeting of the Board of Directors may be called by means of written or verbal notice of the time, place and purpose thereof to each Director, as the President, in his/her discretion, shall deem sufficient, by action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived.

**SECTION 11: REGULAR MEETINGS OF THE BOARD**

Regular meetings of the Board of Directors shall be held not less frequently than semi-annually at such time and place as the Board of Directors shall from time to time determine. A written notice to each Board member, and a posting for the general membership, of such meeting is required. The meeting may be held wherever a quorum can conveniently convene. Any member in good standing may observe a regular meeting of the Board, and submit in writing to the President, at least three (3) days prior to such meeting, any issues which may need attention.

**SECTION 12: DELEGATION OF POWERS**

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer shall execute, acknowledge or verify any instrument in more than two capacities.

### **SECTION 13: DUES, ANNUAL CHARGES, FEES AND ASSESSMENTS**

To operate and maintain the Corporation, the Board of Directors shall recommend from time to time the sum or sums necessary and adequate for the expenses of the Corporation. The Corporation, through its general membership, shall have the power to assess its members for dues, annual charges, fees, and assessments. A member is not exempt from the obligation to pay the dues, annual charges, fees, and assessments by nonuse or waiver of the common facilities or by abandonment of his or her property.

Any of the stated charges are due and payable on the first day of January of each year, and become delinquent as of the first day of April of each year if the same remain unpaid. In the event a member does not pay the stated charges in full on or before the due date, he or she will not be a member in good standing, and there shall be levied a delinquency fee of 10% of the total amount of the stated charges for each year the total amount remains unpaid. The Board of Directors, at their discretion, shall have the power to place liens against the property or properties of any members' delinquent in payment. In addition, the member shall be responsible for the payment of any legal costs involved with collection of the dues, annual charges, fees, and assessments, including but not limited to the preparation of any lien and the costs for recording the lien.

The lien shall be in recordable form and contain the following information:

- (a) The legal description to which the lien attaches,
- (b) The name of the member of record,
- (c) The amount due at the date of notice, exclusive of costs, attorneys' fees, and future assessments.

The lien will have priority over any other lien against the member's lot or property, except state or federal taxing authority and sums unpaid on a first mortgage of record. The lien will have priority over a first mortgage of record if the mortgage is recorded after the lien. The lien may be foreclosed by an action or by advertisement by the Board of Directors. A foreclosure shall be in the same manner as a foreclosure under the laws relating to foreclosure of real estate mortgages by advertisement or judicial action, except to the extent these Bylaws provide, the Board is entitled to reasonable interest, expenses, costs, and attorney fees for foreclosure by advertisement or judicial action. The redemption period for a foreclosure is six (6) months from the date of the sale unless the property is abandoned, in which event the redemption period is one (1) month from the date of sale.

A foreclosure proceeding may not be commenced without recordation and service of the notice of lien. The lien must be recorded in the office of the register of deeds in the county in which the address is located and shall be served on the delinquent member at his or her last known address by first-class mail at least ten (10) days before the commencement of the foreclosure proceeding.

The Board of Directors, acting on behalf of all members, may bid at the foreclosure sale, and acquire, hold, lease, mortgage or convey the foreclosed unit following expiration of the member's redemption period. The member, and any purchaser, grantee, successor or assignee of the member's property, whose property is foreclosed under this section, remains liable for all sums due the Corporation, together with any advances made by the Corporation to protect its lien, before the expiration of the redemption period.

If a member maintains a first mortgage of record, the mortgagee of record shall be given notice of the foreclosure as required by state law. An action to recover money judgments for unpaid sums due the Corporation may be maintained without foreclosing or waiving the lien.

Any additional funding, revisions of amounts, or alterations of dues and/or delinquent dates must be approved by a vote of the majority of members eligible to vote and casting ballots under the provisions of Section 14 of Article 1 of these Bylaws. *(Amended 2012)*

## **ARTICLE III OFFICERS AND AGENT(S)**

### **SECTION 1: ELECTIVE OFFICERS**

The principal officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors.

## **SECTION 2: THE PRESIDENT**

He or she shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the general membership and of the Board of Directors. He or she shall have executive powers and general supervision over the affairs of the Corporation and other officers. He or she shall sign all written contracts to perform all of the duties incident to his or her office and which may be delegated to him or her from time to time by the Board of Directors.

## **SECTION 3: THE VICE-PRESIDENT**

He or she shall perform all of the duties of the President in his or her absence, and such other duties as may be required of him or her from time to time by the Board of Directors of the Corporation.

## **SECTION 4: THE SECRETARY**

He or she shall issue all notices required by statute, by-laws or resolution. He or she shall attend all meetings of the general membership and the Board of Directors and shall preserve in books of Corporation true minutes of the proceedings of all such meetings. He or she shall have charge of all of the Corporation's books, records, and papers, except those kept by the Treasurer. He or she shall perform such other duties as may be required of him or her from time to time by the Board of Directors.

## **SECTION 5: THE TREASURER**

He or she shall have custody of the Corporation's funds, and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation, in such depositories as may be designated for that purpose by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors in accordance with By-Laws, making proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as the Treasurer and of the financial condition of the Corporation.

## **SECTION 6: THE GENERAL MANAGER**

The Board of Directors shall have power to appoint agents, who may include a General Manager, who in the absence of the Board of Directors shall have general and active control and management of the business and affairs of the Corporation, as specified by the Board of Directors. The General Manager shall be responsible to the Board of Directors. The Board of Directors may hire or contract with a person who is not a member of the Corporation to perform specified duties as General Manager.

## **SECTION 7: INDEMNIFICATION**

The Corporation shall assume all liability to any person other than the Corporation, its shareholders or its members for all acts or omissions of a volunteer director, volunteer officer, Board employee or other Board recognized volunteer occurring on or after the official filing of this Article III, Section 7 if all of the following are met:

- (a) The volunteer or employee was acting or reasonably believed he/she was acting within the scope of his/her authority, and
- (b) The volunteer or employee was acting in good faith, and
- (c) The volunteer's or employee's conduct did not amount to gross negligence or willful and wanton misconduct, and
- (d) The volunteer's or employee's conduct was not an intentional tort, and
- (e) The volunteer's or employee's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed by Section 3135 of the insurance code of 1956 (MCLA Section 500.3135 and after).

The Corporation shall indemnify every Director, officer, and the General Manager, their heirs, executors, and administrators against all loss, cost and expense reasonably incurred by them in connection with any action, suit, or proceeding to which they may be made a party by reason of their being or having been, a Director, officer, or General Manager of this Corporation. The Provision of Public Act No. 170, approved November 13, 1987, and filed with the Secretary of State, November 16, 1987, pertaining to indemnification, are made a part of these By-Laws. The Board of Directors is authorized to procure adequate directors and officers liability insurance coverage to implement the indemnification provided for in this Section. (*Amended 2015*)

**ARTICLE IV  
EXECUTION OF INSTRUMENTS**

**SECTION 1: CHECKS, DRAFTS AND ORDERS**

All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such officer, officers or agent as the Board of Directors shall designate for the purpose.

**SECTION 2: EXECUTION OF INSTRUMENTS AND DOCUMENTS**

The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument of document on behalf of the Corporation.

**SECTION 3: SEAL**

The Corporation shall not have a seal.

**SECTION 4: FISCAL YEAR**

The fiscal year of the Corporation, unless otherwise designated by the Board of Directors, shall be from January 1 to December 31.

**ARTICLE V  
RULES AND REGULATIONS GOVERNING MEMBERS  
(Adopted 2002)**

**SECTION 1: ESTABLISHMENT OF RULES AND REGULATIONS** *(Adopted 2002)*

The Board of Directors shall from time to time recommend rule changes, new rules and regulations that govern the use of the common facilities and for other purposes contemplated by the applicable Covenants of Restriction. These recommendations will be presented at any regular membership meeting and voted upon by members in good standing.

The purpose of the Rules and Regulations shall be to provide for and promote the general health, safety, welfare and enjoyment by members in good standing and to promote the goals of the Covenants of Restriction. All members of the Corporation shall abide by the rules established as they are amended from time to time. A copy of the Rules and Regulations as amended will be maintained by the Secretary of the Corporation. Members in good standing shall be entitled to receive a copy of the Rules and Regulations.

I, **Harold E. Gwillim III**, President of **DUNA VISTA RESORTS**, a Michigan corporation, certify that the above **By-Laws** are a true and correct copy duly adopted by resolution of the **Members of the Corporation**, through an electronic ballot vote of members in August 2016.

Executed as President of the Corporation, on September 15, 2016



Harold E. Gwillim III