

Articles & By-Laws

Articles of Association

Article I: NAME

The name of this Association shall be the Springwells Park Association, Inc., incorporated in the State of Michigan on April 8, 1948

Article II: PURPOSE

The purpose for which the Association is formed shall be as follows:

A... To promote the interest and welfare of the residents and property holders of Springwells Park Subdivision of Part P.C 52 and P.C. 312, city of Dearborn, Wayne County, Michigan, according to the plats thereof as recorded.

B... To promote and procure the enforcement of building, zoning or other restrictions within the aforesaid subdivisions or adjacent properties where Springwells Park Subdivision might be affected.

C... To promote and procure the enforcement of and to ensure the proper maintenance of necessary public improvements within the subdivision or contiguous properties.

BY-LAWS

Article I: MEMBERSHIP

Section 1. Membership in the Springwells Park Association shall consist of current dues paid residents, residents of the apartments, terraces, and town houses and any single or duplex home that is rented. The privilege of voting shall be limited to one vote per residence.

Section 2. Members become eligible to vote upon payment of their dues.

Section 3. Unless specified otherwise in these bylaws all votes shall be decided by a majority of residents present and voting, provided a quorum is present.

Section 4. At no time can the Association membership commit the Association to the expenditure of more than fifty (50) percent of the amount in the treasury without a majority ballot vote of the paid membership, but in no case can the treasury be reduced below current budget requirements.

Article II: OFFICERS

Section 1. The officers of the Association shall consist of a President, a Past President, a Vice President, a Secretary and a Treasurer, all of whom shall be selected from the membership for a period beginning July 1, 1999 . They shall comprise the Executive Committee of said Association. Each officer must be a dues paid member in the Association to remain as an officer and all officers shall serve without remuneration.

Section 2. Any documents to be signed on behalf of the Association shall be signed by any officer with approval of the Executive Committee.

Section 3. The *President* shall preside at all meetings of the Association, the Executive Committee, and the Association Board; shall have those powers of supervision and management as customarily pertain to the office; shall be, ex officio, a member of all committees except the Nominating Committee, may sign and endorse checks, drafts and notes in the absence or disability of the treasurer, and perform such other duties as may be designated by the Association Board.

Section 4. The *Vice President* shall in the event of the absence, disability, or death of the President possess all of the powers and perform all of the duties of that office. The Vice President shall perform such other duties as the President and the Association Board may designate.

Section 5. The *Secretary* shall take minutes of all meetings and do any ordinary correspondence on behalf of the Association.

Section 6. The *Treasurer* shall have charge of the funds, prepare budget guidelines annually for approval by the general membership, keep its books of account, maintain a record of membership dues, and pay bills incurred by the Association. Bills for expenses not contained within the budget guidelines shall require approval of the Executive Committee. The Treasurer shall file a report at every regular board and general meeting.

Section 7. The *Past President* shall act in an advisory capacity.

Section 8. In the event of a vacancy of an Association office other than that of the President, the successor will be appointed by the President with the approval of the Executive Committee. In the event of a vacancy in the office of the President, the Vice President will assume the Presidency.

Article III: ASSOCIATION BOARD

Section 1.1. *The Association Board*, afterward called the Board, shall consist of the five (5) officers (Executive Committee), the President-elect when the office is occupied, and eleven (11) Area Representatives, the Chair of the Restrictions and Improvements Committee and the Chair of the Parks Maintenance Committee.

Section 1.2 The Board shall have full power and authority over the affairs of the Association except for those matters here-in assigned to the Executive Committee.

Section 1.3 A quorum for the transaction of business shall consist of seven (7) members of the Board. The decision shall be made by majority vote.

Section 2.1. *The Executive Committee* shall consist of the five (5) officers of the Association. They shall act as trustees of said Association for all corporate purposes. Any documents to be signed on behalf of the Association may be signed by any Officer with the Approval of the Executive Committee.

Section 2.2. It shall be the duty of this Committee to act officially for the Association, especially in emergencies, appoint area representatives, and approve appointment of standing committees.

Section 2.3. A quorum of the Executive Committee shall consist of three (3) members.

Section 3.1 Eleven *Area Representatives* shall represent the members of the Association on the Board. Selection will be in accordance with the map in the Blue Book. At no time will no more than three (3) Area Representatives represent the apartments, terraces, and town houses. All Area Representatives must be dues paid members of the Association.

Section 3.2 It shall be the duty of the Area Representatives to call upon new residents of Springwells Park, welcome them, acquaint them with the activities of the Association, and invite them to become dues-paying members. They shall also be responsible for distributing newsletters when published, reporting back to the Board any concerns in their areas and acting as a liaison to the Board for their areas.

Section 3.3. The selection of Area Representatives shall be the responsibility of the incoming Executive Committee.

Section 3.4. The Area Representatives shall serve two year terms to coincide with the terms of the elected officers.

ARTICLE IV: NOMINATION, ELECTION

Section 1.1. The Nominating Committee shall consist of a Chair and two members who shall be elected at the Annual Meeting. Nominations for these positions shall be made by the current Nominated Committee. Any vacancy occurring on the Nominating Committee shall be filled by the Executive Committee.

Section 1.2. It shall be the duty of this Committee to select nominees for a slate of officers to be presented and voted upon at the Annual meeting of an election year or any postponement thereof and to arrange for the balloting.

Section 1.3. Nominations for the office of the President-elect shall be presented by the Nominating Committee at the Annual Meeting of an off-election year or at any postponement thereof. Nominations may be made from the floor. The voting may be by secret ballot and election shall be by majority.

Section 2. The officers and Nominating Committee shall hold office for two years from July 1 through June 30, beginning 1999. The President-elect shall hold office during the second full year of the President's term at which time he/she will succeed to the Presidency.

Section 3. Nominations for the offices of President (if necessary), Vice President, Secretary, Treasurer, and the next Nominating Committee shall be presented by the Nominating Committee at the Annual Meeting of an election year or at any postponement thereof. Nomination may be made from the floor. The voting may be by secret ballot and election shall be by majority. Nominees for the office of President must have been a member in good standing one year prior.

ARTICLE V: STANDING COMMITTEES

Section 1.1 *The Restrictions and Improvements Committee* shall consist of at least three (3) members, one to be designated as Chair, all appointed by the President and approved by the Executive Committee. They shall serve for two years.

Section 1.2 It shall be the responsibility of this Committee to investigate all cases of restriction infringement, either existing or proposed, and report their findings to the Board. It shall also be the duty of this Committee to notify the City of Dearborn on matters that need attention in connection with streets, sewers, sidewalks, parks, or public lighting and safety and report back to the Board.

Section 1.3 It shall be the duty of this Committee to keep the Association abreast of all zoning changes, proposed or otherwise, around the perimeter of Springwells Park .

Section 2.1 *The Community Activities Committee* shall consist of at least two (2) members appointed by the President and approved by the Executive Committee. They shall serve for two years. The Vice President will chair this Committee.

Section 2.2 It will be the duty of this Committee to plan and provide for all activities of the Association throughout the year, other than the business of the Association.

Section 3.3. *The Parks Committee* shall consist of at least three (3) members, one to be designated as Chair, all to be appointed by the President and approved by the Executive Committee. They shall serve for two years.

Section 3.2. It shall be the duty of this Committee to arrange for and supervise any extraordinary maintenance performed in park areas and easements owned by the Association.

Section 3.3. It shall be the duty of this Committee to approve or disapprove any alteration; such as, planting or removal of trees, shrubs, and the like in park areas and easements, and to inform the Board of potential violations of the provisions of the deed restrictions applicable to the areas.

Section 3.4. It shall not be required of this committee that it perform any minor maintenance function – mowing grass, trimming shrubs, raking leaves, or the like, which shall continue to be the function of abutting or other interested Association residents.

Section 4. Other committees may be added from time to time with chairs appointed by the President. These committees will function as long as they are necessary or useful and may be eliminated when no longer functional.

Article VI: MEETINGS

Section 1.1 Association *General Meetings* shall be held three times a year during the months of September, November, and February. Notice of these meetings shall be given to all members at least seven (7) days in advance and the President or Vice President shall set the time and place.

Section 1.2 A quorum for the transaction of business at any general meeting shall consist of those members present.

Section 2.1. *The Annual Meeting* will be held during the month of May. Notice of this meeting shall be given to all members at least fourteen (14) days in advance and the Executive Committee shall set the time and place.

Section 2.2. The following business shall be conducted at the Annual Meeting: adopt an adequate budget for the year; receive and act on the report of the Nominating Committee; and transact such other business as may properly come before it.

Section 2.3. A quorum for the transaction of business at the Annual Meeting will consist of twenty (20) members present.

Section 3.1. The Board shall be scheduled to meet at least six (6) times a year. The time and place of these meetings shall be designated by the President or Vice President.

Section 3.2. Special meetings of the Board shall be called by the President upon the request of any member of the Board. The time and place of all special meetings shall be set by the President and notice, including the purpose, shall be given to all members of the Board at least three (3) days in advance.

Section 4. The Executive Committee shall meet as necessary.

Section 5. All meetings of the Association shall be conducted according to Robert's Rules of Order. The President may appoint a parliamentarian to attend all meetings and to advise as necessary.

Article VII: DUES

The dues for membership in the Springwells Park Association, Inc., shall be twenty-five dollars (\$25.00) per calendar year. The fiscal year is July 1 to June 30. An additional sum for the cost of caring for and removing trees in the park areas shall be requested of residents at the time that dues are billed.

Article VIII. INDEMNIFICATION

Any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that they are or were a Director or Officer or acting in an official capacity for the SPRINGWELLS PARK ASSOCIATION may be indemnified by the SPRINGWELLS PARK ASSOCIATION for all expenses, costs, liabilities and damages incurred therein to the full extent and in the manner permissible under the laws of the State of Michigan.

Article IX: AMENDMENTS

These Articles of Association and By-Laws may be amended by a two-thirds (2/3) vote of those members present at any Annual Meeting of the Association, provided that the proposed amendment(s) shall have been submitted to the membership of the Association at least fourteen (14) days before the meeting at which time the same amendment(s) is to be voted upon.

Amended May, 2002