

PARSHALLVILLE COMMUNITY ASSOCIATION  
BY-LAWS

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PARSHALLVILLE COMMUNITY ASSOCIATION  
BY-LAWS

1 ARTICLE I NAME

**1.1 Section 1 Name of Association**

1.1.1 The association shall be known as “Parshallville Community Association”, hereinafter referred to as “Association”.

2 ARTICLE II PURPOSE

**2.1 Section 1 Purpose**

2.1.1 The Association is organized as a non-profit corporation whose intent is to advance the interests of, and inform its members, in matters of common civic endeavor, to promote and advance the welfare of the Parshallville Community and to preserve the unique historic character of the Village of Parshallville and its immediate surrounding area.

3 ARTICLE III TERRITORY

**3.1 Section 1 Defined Area**

3.1.1 The Parshallville Community is defined as all that land lying on or within Faussett Rd. to the north; Clyde Rd. to the south; Old US 23 to the east and McGuire Rd.  
to the west.

4 ARTICLE IV MEMBERSHIP

**4.1 Section 1 Definitions**

4.1.1 There shall be two (2) categories of membership, General and Special.

4.1.2 A General Member is defined as any person who owns and resides within the Parshallville Community, or owns and operates a business therein, who has requested membership in the Association and has paid the current annual dues.

4.1.3 A Special Member is defined as any other person, who does not qualify as a General Member, but who has an interest in participating in the Association, who makes an application for membership to the Board of Trustees of the Association, receives the approval of at least five (5) board members and pays the current annual dues.

**4.2 Section 2 Rights of Membership, General and Special**

4.2.1 The rights of membership as set forth in these by-laws may not be exercised unless current annual dues are paid.

4.2.2 Members may be elected to serve as an officer or trustee of the Association, be appointed to chair or to serve on any committee, vote on any issue that may be put before the membership, and enjoy and/or exercise any other right or benefit which may be conferred upon members from time to time.

**4.3 Section 3 Voting Rights**

4.3.1 Each member is entitled to cast only one (1) vote on any one (1) issue and no more than two (2) votes may be cast from any one (1) household or one (1) vote from any one (1) business.

**5 ARTICLE V MEMBERSHIP FEES/DUES**

**5.1 Section 1 Membership Fees**

5.1.1 Membership fees or dues shall be established each year by the Board of Trustees.

5.1.2 Annual dues or fees shall be due and payable on or before the date of the annual membership meeting.

5.1.3 Any person becoming a new member after Dec. 1<sup>st</sup> of any year shall pay only ½ of the annual fee for the balance of the first fiscal year of membership.

**5.2 Section 2 Membership Roster**

5.2.1 Payment of the annual dues shall entitle each homeowner to name up to

two (2) persons in that household to the membership roster; however, business owners may name only one (1).

5.2.2 The membership chair person shall be responsible for maintaining an up-to-date membership roster.

## 6 ARTICLE VI MEMBERSHIP MEETINGS

### 6.1 Section 1 Annual Meeting

6.1.1 There shall be an annual meeting of the membership held each year not later than May 31<sup>st</sup>.

6.1.2 The date shall be set by the Board of Trustees and notice thereof shall be published no less than thirty (30) days before the date of said meeting in the Association newsletter.

6.1.3 The agenda for the annual meeting of the membership shall include; election of the members of the Board of Trustees, such other business as the Board of Trustees shall set forth in the published Notice of Annual Meeting and call to the membership.

6.1.4 No proposal may be adopted that did not appear on the Notice of Meeting unless it receives a vote of at least two-thirds (2/3) of those members present.

### 6.2 Section 2 Special Meetings

6.2.1 Special meetings of the membership may be called at anytime by the Board of Trustees by notice given to each member no less than five (5) days prior to the date of said meeting, setting forth the date, time, place and purpose of said meeting.

### 6.3 Section 3 Quorum

6.3.1 There shall be present no less than five (5) members of the Board of Trustees, which shall comprise a quorum for any membership meeting.

6.3.2 A simple majority of those present carries the motion when put to a vote, unless otherwise specifically provided for in these by-laws.

6.3.3 In the event that no quorum is present at the annual meeting, the Board of Trustees shall reschedule the annual meeting to take place within forty-five (45) days of the original date and give thirty (30) days written notice to each member of the new date, time and place of the rescheduled meeting.

6.3.4 In the event that no quorum is present at a special meeting, it shall be renoticed as provided for in Section 6.2.1.

**6.4 Section 4 Presiding Officer**

6.4.1 The presiding officer of the meeting shall be the president or in his or her absence, in the following order: vice president, treasurer, secretary.

**7 ARTICLE VII BOARD OF TRUSTEES**

**7.1 Section 1 Number**

7.1.1 There shall be elected eight (8) members of the Association to serve as members of the Board of Trustees.

7.1.2 Trustees shall be elected at the annual membership meeting by a secret ballot.

7.1.3 Each elected trustee shall serve a term of two (2) years, four (4) shall be selected in an even year and four (4) in an odd year.

**7.2 Section 2 Quorum**

7.2.1 A quorum of the Board of Trustees shall be five (5) members and a simple majority thereof may bind the Board unless otherwise specifically provided for in these by-laws.

**7.3 Section 3 Vacancy**

7.3.1 A vacancy in the Board of Trustees shall not be filled unless the number thereof falls below seven (7) in number.

7.3.2 Vacancy in the Board shall be filled by appointment of the remaining members of the Board and such appointee or appointees shall serve until the next annual meeting of the membership.

**7.4 Section 4 Election of Officers**

- 7.4.1 Not later than the first meeting of the Board of Trustees following the annual meeting of the membership, the trustees shall elect from the members of the Board of Trustees, a president, vice president, treasurer and secretary to serve as the officers of the Association.
- 7.4.2 The term of office shall be two (1) year and they shall serve until their successors are elected.

**7.5 Section 5 Meetings**

- 7.5.1 The Board of Trustees shall meet each year, within thirty (30) days of the annual membership meeting and thereafter, no less than four times per year. The Board shall publish the dates of its meetings in the newsletter.
- 7.5.2 Special meetings of the Board may be called at any time by any Board member or officer provided that a reasonable notice is given to each Board member and officer, of the time, place and purpose of said meeting.
- 7.5.3 Officers shall attend all Board meetings.
- 7.5.4 Board meetings are open to the entire membership and members may be called upon and may participate in such meetings.

**7.6 Section 6 Authority**

- 7.6.1 Title to the assets of the Association, both real and personal, vests in the Board of Trustees who have the sole authority, acting through the officers, to deal exclusively therewith.
- 7.6.2 The Board has the authority to act on behalf of the membership for all matters pertaining to the Association as fully and completely as a Board of Directors may deal with the operation and assets of a non-profit corporation as enumerated, in M.C.L. 450.2261.

**7.7 Section 7 Presiding Officer**

- 7.7.1 The president shall preside over all meetings of the Board of Trustees and may call for special meetings as he or she deems necessary. In his

or her absence, the presiding officer shall be in the following order: vice president, treasurer, secretary.

8 ARTICLE VIII OFFICERS

**8.1 Section 1 General Duties**

8.1.1 The officers shall attend all meetings of the Association and the Board, and shall perform all duties as usually pertain to their respective office.

**8.2 Section 2 Duties of the President**

8.2.1 The president shall be the chief executive officer of the Association and shall be its official representative.

8.2.2 Preside over all meetings of the Association and Board of Trustees.

8.2.3 Appoint members to various committees.

8.2.4 Sit as an ex-officio member of all committees.

8.2.5 Co-sign checks with the treasurer.

**8.3 Section 3 Duties of the Vice President**

8.3.1 Perform the duties and exercise the power of the president during his or her absence.

8.3.2 Co-sign checks with the president in the absence of the treasurer.

**8.4 Section 4 Duties of the Secretary**

8.4.1 Record the proceedings of the meetings of the Association and Board of Trustees and preserve them in a permanent minute book.

8.4.2 Maintain the master copy of the by-laws and other documents of the Association.

8.4.3 Maintain all records pertaining to the business of the Association and the Board of Trustees.

8.4.4 Give all notices required by the by-laws.

8.4.5 Tend to all correspondence as directed by the Board of Trustees.

8.4.6 Send acknowledgement and thanks for contributions made to the Association.



**8.5 Section 5 Duties of the Treasurer**

- 8.5.1 Have custody of all Association funds and securities and maintain records in a permanent file.
- 8.5.2 Deposit all monies, securities and other valuable effects in the name of the Association and in such depositories as designated for that purpose by the Board of Trustees.
- 8.5.3 Disburse funds by check as directed by the Board of Trustees.
- 8.5.4 Submit a financial statement to the president and the Board of Trustees at their meeting or whenever they shall so request.
- 8.5.5 Shall be responsible for the key and timely pick up of mail from the post office box.
- 8.5.6 Provide a list, to the Board of Trustees, of all persons who have donated funds to the Association, and the amounts, so they may be acknowledged by the Secretary.

**8.6 Section 6 Vacancy**

- 8.6.1 All officers of the Association must be elected by the Board of Trustees from their own numbers, and such elected officers must remain a trustee throughout his or her entire term of office.
- 8.6.2 In the event that any officer shall resign or shall be unable to discharge the duties of the office for which they were elected, or shall cease to be a trustee of the Association, the Board of Trustees, either at a regular meeting or a special meeting, shall declare such office vacated by a vote of no less than five (5) trustees, and shall proceed to fill the vacancy for the balance of the un-expired term, by a vote of no less than five (5) trustees

9 ARTICLE IX AMENDMENT TO THE BY-LAWS

**9.1 Section 1 Method**

- 9.1.1 The process is initiated by either a resolution of the Board of Trustees or

may be proposed by any member.

9.1.2 When proposed by a member, it must be reduced to a writing in the form intended for adoption, must identify any existing by-law that may be affected by the proposed amendment and set forth the purpose of the proposed amendment.

9.1.3 The proposal shall be addressed to the Board of Trustees but delivered or mailed to the president.

## **9.2 Section 2 Amendment by Resolution**

9.2.1 When the process is initiated by resolution, the Board of Trustees may raise the issue either in a regular board meeting or a special meeting.

9.2.2 The issue is to be debated and may be altered or amended as the board members shall determine.

9.2.3 The resolution must receive at least six (6) affirmative votes before it may be placed before the membership for approval.

## **9.3 Section 3 Amendment by Member Proposal**

9.3.1 The president shall present the proposal to the Board of Trustees for its consideration.

9.3.2 The Board shall consider the proposal in the same manner as it considers and debates its own resolution; however, it may not alter or amend the form or language of the proposal.

9.3.3 The Board shall then vote to recommend approval or not.

9.3.4 An affirmative vote of at least six (6) Board members is necessary for a recommendation of approval.

## **9.4 Section 4 Submission to Membership**

9.4.1 Upon completion of debate and vote by the Board of Trustees, the proposed amendment will be placed upon the agenda of the next annual meeting of the Association for its consideration, together with the Board's recommendation.

## **9.5 Section 5 Adoption**

9.5.1 To be adopted, the amendment must receive the vote of at least six (6) members of the Board of Trustees, or in the alternative, no less than twelve (12) votes.

**9.6 Section 6 Emergency**

9.6.1 If in the opinion of the president, the need to consider the amendment is immediate, the president may call a special meeting of the Board of Trustees to consider and vote on the amendment and the Board shall then call a special meeting of the Association to consider and vote on the amendment.

9.6.2 If a special meeting is called, the notice to the membership of said meeting shall not be less than ten (10) days and shall include a copy of the proposed amendment.

**9.7 Section 7 Effective Date**

9.7.1 The by-law amendment shall become effective immediately on the date it is approved by the Association and the Secretary shall forthwith make the corrections in the official copy of the by-laws of the Association.

9.7.2 Within thirty (30) days thereafter, the secretary shall mail to each member of the Association an amended copy of the by-laws.

10 ARTICLE X PROTOCOL

**10.1 Section 1 Protocol**

10.1.1 All meetings/proceedings of the Association and the Board of Trustees shall be conducted in accordance with "Robert's Rules of Order" except as may be otherwise provided for in these by-laws.