

# **BYLAWS OF THE CAMBRIDGE VILLAGE ASSOCIATION**

(As revised April, 1993, amended Sep. 2016 & May 2019, amended Sep. 2024 & 2025)

## **ARTICLE I NAME**

Let it be known to all that read these bylaws, that this subdivision association which is known as CAMBRIDGE VILLAGE ASSOCIATION, a non-profit corporation, was established by Rodney M. and Muriel H. Lockwood on September 16, 1952 in Liber 2939, page 470 O.C.R. and recorded on November 24, 1952, register number 50183. The first revision of these by-laws was approved at the 1993 Annual Meeting held on April 22, 1993.

## **ARTICLE II OBJECT OF THE ASSOCIATION**

The purpose for which the Cambridge Village Association is formed is to constitute a civic league, not for profit, to be operated for the welfare of property owners and residents of Cambridge Village Subdivision in the City of Southfield, Michigan.

## **ARTICLE III MEMBERSHIP AND DUES**

Section 1. Membership in this association is limited to persons, firms and corporations owning real property in Cambridge Village subdivision, located in the City of Southfield, Oakland County, Michigan. All such property owners shall automatically become members of this association upon acquiring any real property in said subdivision and membership shall automatically terminate upon the member ceasing to own any such real property.

Section 2. The dues of members shall be fixed by the Board of Directors. Paid-up members shall be considered registered and entitled to vote.

Section 3. All dues and assessments will become the legal obligation of the members.

Section 4. Homeowners who do not pay their subdivision dues, late fees, fees and assessments of any kind for a total of two (2) years shall be subject to having a lien placed on their property until dues, late fees, fees and assessments of any kind are made current. Any unpaid balance on dues, late fees, fees of any kind will accrue on only one (1) late fee each year until paid in full and are made current. All fees associated with placing of, and removal of, said lien shall be the responsibility of said homeowner.

Section 5. The Board will establish a due date for all dues, late fees, fees and assessments of any kind.

Section 6. The Board will assess a late fee after the due date.

Section 7. Dues payments are always applied to any dues in arrears first.

## **ARTICLE IV MEETINGS**

Section 1. The annual meeting of members will be held once per year. The date and time to be determined by the Board of Directors.

Section 2. Notice of the annual meeting will be published in the Cambridge Village Association (CVA) Newsletter, or in a separate notification by mail or email, at least 10 days prior to the meeting.

Section 3. Those members of the corporation present, either in person or by proxy, shall constitute a quorum of the members at any meeting. A majority of the directors shall also constitute a quorum.

Section 4. The order of business shall follow Robert's Rules of Order (current edition).

Section 5. The voting, elections and proxies shall be permitted by each registered member of this corporation. Each registered member at every meeting shall be entitled to one vote either in person or by proxy for each building site owned.

Section 6. Proxies shall be of two types: a) a proxy shall be deemed operative for a specific vote when signed by the member and filed with the corporation; b) a proxy may be signed by an owner to designate an appointed resident to act on his/her behalf in elections, or as a nominee-elect to the board of Directors. This proxy will remain in effect until revoked by the owner or for a period of one year. Proxies will be available upon request from a board member.

Section 7. A special meeting of the general membership may be called at any time by the President or by a majority of the Board of Directors.

Section 8. Notice of the agenda and purpose will be given to the members ten (10) days prior to such meeting. This notice will be mailed to the homeowner or via email for those who have designated email as primary method of contact. No business not mentioned in the notice will be transacted at such meeting.

Section 9. The first meeting of the Board of Directors, immediately following the annual meeting of members, will consist of the election of officers as well as conducting new and old business.

Section 10. The Board of Directors will meet on a regularly scheduled basis to be determined by the Board. General members may attend a Board meeting by contacting a Board member.

Section 11. Special meetings of the Board of Directors may be held at any time at the discretion of the Board.

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. The business, property and affairs of this corporation shall be managed by the Board of Directors composed of up to six (6) persons who shall be members of this corporation.

Section 2. Directors shall be elected at the Annual Meeting by the members.

- a. Nominations must be made in advance of the meeting, and no nominations can be accepted from the floor at the meeting.
- b. Candidates must demonstrate interest and commitment to serve.
- c. Director-candidates must attend Board meetings as a guest before becoming a nominee, unless appointed by the Board before the Annual Meeting.
- d. Directors appointed to a two-year term will be on the ballot for the remainder of their term (one-year) at the next Annual Meeting.

Section 3. Each director shall hold office for a term of two (2) years or until their successor is elected at the second annual meeting and thereafter. One-half of the seats of the Board shall be up for re-election at each annual meeting.

Section 4. Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so elected shall serve until the expiration of such term.

Section 5. The Board of Directors shall have the power to:

- a. make and/or alter by-laws according to the provisions of this document;
- b. select a president, vice-president, secretary, treasurer, and/or agents;
- c. appoint other officers and agents as needed; and,
- d. remove an officer for non-performance or non-attendance;
- e. appoint an Executive committee by resolution composed of two (2) or more directors exercising the authority of the Board in transacting business between meetings of the Board to the extent provided by the resolution.
- f. Action may be taken by unanimous consent. If, and when, the directors shall collectively consent to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 6. A Board member will be eligible for removal either from two consecutive unexcused absences or a lack of commitment to share in Board duties.

Section 7. The Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall fill more than one capacity simultaneously on a permanent basis.

## **ARTICLE VI    OFFICERS**

Section 1. President: an elected Board member who acts as Chief Executive Officer, presiding over all meetings, actively managing corporation business, seeing that all resolutions are carried into effect, acting ex-officio member of all standing committees, and responsible spokesperson for the corporation.

Section 2. Vice-President: in the absence or disability of the President, will perform the duties and exercise the powers of the President.

Section 3. Secretary: shall attend all meetings of the members and of the Board of Directors and of the Executive Committee and will preserve in the books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in custody the seal of the corporation and use the seal appropriately, and will give notices of association business as required by resolution.

Section 4. Treasurer: will have custody of all corporate funds and securities and will keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements and shall deposit all monies, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors and disburse the funds as directed by the Board, maintaining receipts for such disbursements, and will regularly report to the Board giving an account of all transactions and of the financial condition of the corporation. The books of the Treasurer shall be subject to audit at the discretion of the Board.

## **ARTICLE VII    COMMITTEES**

Section 1. Standing committees may be constituted to perform a continuing function. The members of such a committee may serve for a term corresponding to that of the officers or until their successors have been chosen unless the by-laws or other rules otherwise expressly provide. Thus, a new body of committee members will be appointed at the beginning of each administration.

Section 2. A Special (Select or Ad Hoc) committee may be appointed as the need arises to carry out a specific task after the completion of which it will automatically cease to exist.

Section 3. A Special committee should not be appointed to perform a task that falls within the assigned function of an existing standing committee.

## **ARTICLE VIII    DISBURSEMENTS**

Section 1. All checks, drafts and orders for payment of money will be signed in the name of the corporation and will be countersigned by such officers as the Board of Directors will designate for that purpose.

Section 2. The Board of Directors will have power to designate the officers and agents who will have authority to execute any instrument on behalf of this corporation and to affix the corporate seal thereto.

## **ARTICLE IX    PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order (Newly Revised, 12th Edition or the most current edition) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

## **ARTICLE X    AMENDMENT OF BYLAWS**

Section 1. These By-laws may be amended by a majority of the registered members present at a General Meeting provided notice of the amendment is given at least ten (10) days prior to the meeting.

Section 2. In the event that only the Board of Directors is present, the board will have the power to vote on the amendment as if a full meeting had taken place provided that no change of the date of the annual or special meeting has taken place.