

DEVON AIRE CIVIC ASSOCIATION BY-LAWS

ARTICLE I NAME

The name of title by which said corporation is to be known in law is: DEVON AIRE CIVIC Association. Its assumed name shall be DACA.

ARTICLE II CORPORATION

This corporation shall proceed under Michigan compiled Laws, 450.1 et. seg. Its fiscal year shall run from October 1 to September 30.

ARTICLE III PURPOSE

This corporation shall be a homeowners Association supported by contributions and fund raising and not carried on for profit. Among its purposes are the following: To promote social neighborhood gatherings; to promote social neighborhood gatherings, to promote the interests, safety and welfare of the residents of Devon Aire, to promote and maintain communications with the city of Livonia and its associated governmental agencies; and all other matters of interest to the welfare and advancement of the property and residents of Devon Aire.

ARTICLE IV BOUNDARIES

The boundaries of the Association shall consist of all residential dwellings located within the following boundaries: the West side of Middlebelt; the East side of Merriman; the South side of Plymouth Road; and the North side of Joy. The principal office or place of business shall be in Devon Aire, City of Livonia, County of Wayne, State of Michigan.

ARTICLE V MEMBERSHIP

Section 1. Voting Membership in the Association shall be limited to adult persons actually residing within the limits of the Boundary or owning improved residential real property herein within the limits of the Boundary and shall have paid the annual membership dues.

Section 2. Each Voting Membership shall be entitled to cast a single ballot at any and all elections and Association business.

ARTICLE VI
OFFICERS AND DIRECTORS

Section 1. The Officers of this Association shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The Board of Directors of this Association shall consist of the four Officers named above and the Chairpersons of the standing Committees enumerated subsequent hereto.

Section 3. The Officers and Standing Committee Chairpersons shall be elected bi-annually by vote at the Annual General Meeting of the Association and shall hold their respective positions for a term of two years.

Section 4. During the Annual General Meeting of each year, nominations from the floor for the open positions of President, Vice-President, Secretary, and Treasurer will be accepted.

Section 5. Election of Officers shall be by secret ballot.

Section 6. Any Officer or Director shall be deemed to have resigned their office upon termination of their residence within DEVON AIRE.

Section 7. A volunteer Director or Officer of the Association shall not be personally liable to the Association or its members for monetary damages for breach of his or her fiduciary duty. However, this provision does not eliminate his or her liability for any of the following:

- (a) A breach of the Director's or Officer's duty of loyalty to the Association or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of section 551(1) of the Michigan Nonprofit Act, as amended;
- (d) A transaction from improper personal
- (e) An act or omission which the Director or Officer derived a benefit; occurring that is grossly negligent.

Section 8. The Association assumes all liability to any person other than the Association or its members for all acts or omissions of a volunteer Director or Officer occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Michigan Non Profit Corporation Act.

Section 9. Any volunteer Director or Officer of the Association shall only be personally liable for monetary damages for a breach of fiduciary duty as a Director or Officer of the Association or its members to the extent set forth in Section 11 of this Article. Pursuant to the Article, a claim for monetary damages for a breach of a volunteer Director's or Officer's duty to any person other than the Association or its members shall not be

brought or maintained against a volunteer Director or Officer; but such claim shall be brought or maintained instead against the Association which shall be liable for the breach of the volunteer Director's or Officer's duty.

Section 10. "Volunteer Director or Officer," means a Director or Officer who does not receive anything of value from the Association for serving in his or her capacity as such. It is the intention of the Association that all of its Directors and Officers elected or appointed and serving in the ordinary course shall be considered "volunteer Directors or Officers."

Section 11. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a Director or Officer of the Association existing at the time of such repeal, amendment or other modification. If the Michigan Nonprofit corporation Act is amended, after this Article becomes effective, to authorize Association action further eliminating or limiting personal liability of the Directors or Officers, then the liability of the Directors or Officers shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended.

ARTICLE VII **DUTIES AND POWER OF OFFICERS**

Section 1. The President or his representative shall preside at all meetings of the Association and of the Board of Directors. He shall call meetings of the Board of Directors at such times, as he may deem advisable. It is his duty to carry out the will of the Board and of the Association as expressed at their respective meetings and in general, to conduct the affairs of the Association in a manner consistent with the authority and responsibility pertaining to his office.

Section 2. The Vice-President shall, in the absence of the President, discharge the duties of the President, and shall assist the President in the discharge of his appointed duties.

Section 3. The Secretary shall give notice of all meetings of the Board of Directors and of the Association and shall attend all such, meetings and keep a true and accurate record of their proceedings. He shall keep a complete list of all members of the Association with their addresses. He shall collect all monies due to the Association and pay same to the Treasurer. He shall also keep an accurate record, giving and taking a receipt of all such transactions. He shall carry on the correspondence as instructed by the Officers of the Association.

Section 4. The Treasurer shall collect all monies due to the Association and keep account of all monies received by and expended for the use of the Association and shall make such disbursements as is necessary for the operation of the Association. The Treasurer shall maintain receipts for all monies expended on behalf of the Association. When his term of office expires, the Treasurer shall deliver to his successor all monies, books, papers, and other property which may be in his possession, or in his absence, to the President, or any other one of the Officers authorized by the Board of Directors to issue checks or perform

such other duties of the Treasurer as may become necessary during his absence. Any checks may be signed by either the President or the Treasurer.

Section 5. All monies of the Association shall be deposited in a bank approved by the Board of Directors. The Treasurer's account shall be reviewed annually by the Board of Directors or by a competent auditor selected by the Board.

Section 6. It shall be the duty of the Board of Directors to care for the property and interest of the Association and to determine policies for the conduct of its affairs, consistent with such specific instructions as the Board may receive from the Association. The Board shall have the power to raise and expend funds to promote the welfare of the Association and to employ all such means, not in conflict with these articles, or with the law of the land, as it may deem proper and advisable to secure the objects for which the Association is organized.

Section 7. The Board of Directors shall meet as often and at such time and place as the President or the Board itself may deem advisable.

Section 8. The Association may remove from office any Officer whenever, in its judgment, the welfare of the Association requires such removal with a majority vote.

Section 9. In case a vacancy shall occur among the Officers, such vacancy shall be filled by voting members of the Association present at the next General Meeting.

ARTICLE VIII **MEETINGS OF THE MEMBERSHIP**

Section 1. The Association membership shall meet as often and at such time and place as may be deemed advisable but the Board of Directors must hold a membership meeting at least semiannually on the Second Monday of September and the Second Monday of March at 7:30PM at such place as directed by the Officers.

Section 2. All disbursements by the Association exceeding Five Hundred (\$500.00) Dollars must be approved by two (2) additional members of the Board of Directors.

Section 3. Notice shall be given of any regular or special meeting or the adjournment of any meeting by the newsletter, e-mail, posting on web-site, or posting at meeting site.

ARTICLE IX **QUORUMS**

Section 1. Five Directors present in person shall constitute a quorum at meetings of the Board of Directors.

Section 2. Seven members of the Association in good standing shall constitute a quorum

for the transaction of business at any meeting of the Association.

ARTICLE X **AMENDMENTS**

Section 1. The Articles of the Association and these By-Laws may be amended in the following manner:

Any member or group of members may file with the By-Law/City Government Committee Chairperson such amendment or amendments as he may think advisable. The Chairperson of the Committee shall submit this amendment or these amendments to the Board of Directors, who, after due and thorough consideration shall report to the Association at its next meeting, with a recommendation for or against adoption, or the Committee may recommend alterations, additions, or omissions. The amendment or amendments, in its or their original form, must however be read at the meeting of the Association and may be adopted by the Association without, the alterations, additions, or omissions recommended by the Committee. A two-thirds vote of the members of the Association present shall be required for the adoption of a new amendment.

ARTICLE XI **SALARIES**

Section 1. All Officers and Directors shall serve without compensation.

ARTICLE XII **RULES OF ORDER**

Section 1. All meetings of the Association shall be conducted in accordance with the form and regulations set forth in Robert's Rules Of Order.

ARTICLE XIII **STANDING COMMITTEES**

Section 1. The following committees shall be deemed Standing Committees of the Association whose chairpersons shall be nominated by a member and elected by the Association:

- (a) Beautification Committee
- (b) Communication Committee
- (c) City Government Committee
- (d) Block Captain Committee
- (e) Neighborhood Activities Committee
- (f) Membership Committee

Section 2. The Chairperson of each Standing Committee shall provide at the Annual

Meeting of the Association a report of the Committee's activities for the previous year.

Section 3. It shall be the goal of each such standing Committee to assist the Officers and the Directors of the Association and the Association as a whole in the exercise and execution of their respective responsibilities and goals as previously set forth in these By-Laws.

ARTICLE XIV AMENDMENTS TO POLICY AND BYLAWS

Section 1. The Board of Directors may from time to time enact such policies and procedures as it sees fit to govern the organization and to set the amount of membership dues charged to its members.

Section 2. The Bylaws may be amended.